State of New Hampshire

Filed
Date Filed: 07/28/2015
Business ID: 729489
William M. Gardner
Secretary of State

Filing fee: $ 50.00
Fee for Form SRA: $ 50.00
Total fees: $100.00
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RSA 304-C:175

APPLICATION FOR REGISTRATION AS A
FOREIGN LIMITED LIABILITY COMPANY

PURSUANT TO THE PROVISIONS of the New Hampshire Limited Liability Company laws, the undersigned hereby applies for registration to transact business in New Hampshire and for that purpose submits the following statement:

FIRST: The name of the limited liability company is Blue Hills Fuels, LLC.

SECOND: The name which it proposes to register and do business in New Hampshire is _____.

THIRD: It is formed under the laws of Delaware.

FOURTH: The date of its formation is May 13, 2015.

FIFTH: The nature of the business or purposes to be conducted or promoted in New Hampshire is Selling petroleum wholesale.

SIXTH: The name of its registered agent **in New Hampshire** is Corporation Service Company d/b/a Lawyers Incorporating Service.
and the **street address**, town/city (including zip code and post office box, if any) of its registered office is (agent's business address **in New Hampshire**) 14 Centre Street, Concord, New Hampshire 03301.

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

State of New Hampshire
Form FLLC 1 - Application for Foreign Registration FLLC 4 Page(s)

T1520945041

*Signature: X

Print or type name: Daniel R. Revers

Title: President

Date signed: July 20, 2015

Complete address of person signing: 200 Clarendon Street, 55th Floor
Boston, MA 02116

To receive your ANNUAL REPORT REMINDER NOTICE by email, please enter your email address here: _____.

* Shall be executed on behalf of the foreign limited liability company by a person with authority to do so under the laws of the state or other jurisdiction of its formation, or, if the foreign limited liability company is in the hands of a receiver, executor, or other court appointed fiduciary, trustee, or other fiduciary, it must be signed by that fiduciary.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL AND FORM SRA to: Corporation Division, Department of State, 107 North Main Street, Concord NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUE HILLS FUELS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BLUE HILLS FUELS, LLC" WAS FORMED ON THE THIRTEENTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

Jeffrey W. Bullock, Secretary of State

5746214 8300

AUTHENTICATION: 2578050

151078519

DATE: 07-22-15

You may verify this certificate online at corp.delaware.gov/authver.shtml

Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws

Part I – Business Identification and Contact Information

Business Name: Blue Hills Fuels, LLC

Business Address (include city, state, zip): 200 Clarendon Street, 55th Floor, Boston, MA 02116

Telephone Number: 713-220-3925 E-mail: _____

Contact Person: John McCarver

Contact Person Address (if different): Andrews Kurth LLP, 600 Travis, Ste 4200
Houston, TX 77002

Part II – Check *ONE* of the following items in Part II. If more than one item is checked, the form will be rejected. [***PLEASE NOTE:*** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. ***However,*** you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. ____ Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ***ALL*** of the following three requirements:
   A) This business has ***10 or fewer owners***; and
   B) Advertising ***relating to the sale of ownership interests*** has not been circulated; and
   C) Sales of ownership interests – if any – will be ***completed within 60 days*** of the formation of this business.

2. ____ This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.

3. ____ This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.

4. ✓ This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check *ONE* of the following items in Part III:

1. ✓ This business ***is not being*** formed in New Hampshire.

2. ____ This business ***is*** being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures ***only***)

Name (print): Daniel R. Revers Signature: X
Date signed: July 20, 2015

Name (print): _____ Signature: _____
Date signed: _____

Name (print): _____ Signature: _____
Date signed: _____