



**CORPORATE DOCUMENTS FOR
IDFS, INC.**

PART ONE: CORPORATE MANAGEMENT

1. Board of Directors

- a. Chairman of the Board: Joseph D. Fournier:** The Senior Engineer is a French Canadian with an **I.Q. of 160** and holds a **B.Sc.E.E.(with Distinction)** from the University of Alberta, in Edmonton. The Senior Project Manager also holds an **M.Sc,E.E.(Plasma Physics/Nuclear Engineering)**. Over 25 years of Progressive Upper Management experience in: Project Management, Procurement, Construction Management, Research and Development, Operations, Start-ups, Manufacturing, Design and construction of all types of Energy production Facilities, Industrial, Commercial and Residential Construction, Software Development and real estate development.
- b. Named Board Member: Mr. Les Dain** obtained a Bachelor of Science in Electrical Engineering from the University of Arkansas.

Lester has 45 years' experience in operations, technology development, consulting, finance and international development. Has two patents awarded. Served in the US Army Corps of Engineers in Europe and the US, received two Army Commendation medals. Lester's focus has been leadership in systems development and efficiency improvements of organizations. Have established, directed and managed budgetary functions for units with over 700 employees, meeting revenue benchmarks and delivery schedules of customer products worldwide.

Lester's skill sets include budgeting, planning, financing and community service development. Les has a long history of involvement in the financial sector and maintains a comprehensive network of highly experienced funding resources for capital projects in many sectors – industry, commercial, education, health, energy and transportation.

- c. Named Board Member: Mr. Thomas R. Bersch** brings more than 25 years of experience in leading businesses, from small start-ups to some of the largest global corporations. His professional portfolio consists of providing direction and leadership to newly developed divisions and start-ups at companies like Blue Cross blue shield , SC Johnson, Fidelity , Compuware, TLC Office Systems, and NotelD. With an extensive knowledge of PMO performance, Tom has a proven ability to facilitate cooperation among cross-functional project teams and has consistently ensured that all projects are delivered on time, within budget, and within scope. Tom specializes in working at the executive level to develop solutions to resolve challenging business issues. Skilled at identifying business needs, Tom is adept at developing solutions and executing strategic efforts that lead to company success. Through his knowledge and vision, Tom has effectively managed over 40 global projects utilizing standard industry methodology.

2. Corporate Officers

- a. President: John L. Ricks, III**

John Ricks has more than 25 years of experience working in the Energy Industry. He has worked on teams that developed, financed, and constructed electric power plants from California to the Netherlands. Mr. Ricks has also handled Mergers and Acquisitions of

power projects and power companies. He was instrumental in the IPO (Initial Public Offering) of Destec Energy which is now Dynegy. As Asset Manager, Mr. Ricks managed more than 10 electric power projects ranging in size from 200 MW to more than 600 MW. In addition to working for Reliant Energy, Dynegy, El Paso Merchant Energy, and Constellation Energy, Mr. Ricks has served as Vice President, International Business Strategy for Borg Inc., as President and principal owner of Onyx Retail Energy L.P., and as President of OEG Onyx Energy Group LLC. Currently, Mr. Ricks represents several energy and energy conservation companies, negotiating contracts for these companies with entities in the United States, Nigeria, Tanzania, Brazil, and Singapore.

John Ricks holds a B.S. in Chemistry and an MBA in Finance, both from the University of Houston. He has spent several years as an Adjunct Professor of Finance in the Graduate School of Business at the University of Phoenix (Houston).

- b. Vice President Construction: William Begley** is a seasoned business leader for Deloitte's energy consulting practice advising clients in areas of regulation, M&A, and risk management. In the power sector, I am a recognized industry leader in smart-grid technologies, and more importantly, practical applications. International clients include: E.ON, RWE, GDF/Suez, and EDF in Europe; TVA, Semptra, Spectra and several others in the US; and key energy players in Asia, Australia and Latin America.
- c. Vice President-Operations-IT-Technology: Bruce Janssens** has multiple decades of IT, SCADA and OSI PI engineering professional with a proven track record of leading teams and projects for delivering high quality enterprise IT systems, line of business software solutions and enterprise SCADA and OSI PI systems. Utilize all levels of management skills specializing in elimination of overlapping functions, resource inefficiencies through structural reorganization, while increasing quality and production via the introduction of multi-level matrix project management methodologies. Advanced SCADA and OSI PI expertise in the natural gas industry, hydro, pipeline/production operations and fast track electrical power generation via gas turbine and diesel/gas reciprocating engines.

Team Management, Project Management, SCADA, OSI PI Historian, Modbus/TCP, RTU, OPC, Process Development, ISO9000, SDLC, RUP, UML, QA, N-tier Architecture, Object Oriented Programming, UI/HMI development, Database Design and Modeling, Mobile App, Web and Client Server programming. Mentoring and Coaching team members.

- d. Secretary-Treasurer: Dr. Bruce Cook** has significant experience in business consulting, fundraising, private equity investments, business development, marketing, corporate communications, research and higher education and is considered a leading authority on private equity, fundraising and philanthropy.
- Dr. Cook was Research Coordinator for the \$20B University of Texas Investment Management Company (UTIMCO), where he was a member of the Private Markets team responsible for alternative asset investments totaling \$500 million per year. Prior to that he was Assistant Manager of the largest bank in Arkansas, Worthen Bank, now owned by Bank of America.

Dr. Cook is an author, conference and seminar speaker. He is also completing a book entitled *Courting Wealth: The History, Theory, Research & Practice of Fundraising and Philanthropy*.

Dr. Cook's responsibilities have included:

- Analyzing, structuring and leading equity investments in a variety of industries, sectors and companies
- Conducting due diligence for multi-million-dollar investments (\$10-100M) for a large institutional investor
- Securing and negotiating equity capital investments from venture capital firms, angels, and institutional investors
- Advising and counseling companies and funds conducting fundability assessments of companies
- Writing, editing and revising business plans, executive summaries, and PowerPoint presentations
- Recruiting management team members and Board members for Private Companies and Limited Partnerships
- Strategic consulting on branding, fundraising, business development, strategic partnerships, and business model
- Managing dept. responsible for \$10M in daily transactions for largest bank in Arkansas

PART TWO: CORPORATE DOCUMENTS

Attached to this Document are the following Corporate Documents

- **APPENDIX A: Corporate Filing**
- **APPENDIX B: EIN Number**



APPENDIX A
CORPORATE FILING DOCUMENTS
FOR
IDFS, INC.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



John Steen
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

IDFS, Inc.
Filing Number: 801664214

Certificate of Formation

October 02, 2012

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on September 20, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

IDFS Inc
Montgomery, Texas

Article of Incorporation
Document 00010
FILED
In the Office of the
Secretary of State of Texas

**ARTICLE OF INCORPORATION
OF
IDFS, INC
a Texas Corporation**

OCT 02 2012

Corporations Section

The undersigned, a natural person of the age of 18 or more, for the purpose of forming a corporation under the **General Corporation Act of the State of Texas**, hereby adopt the following Articles of Incorporation

ARTICLE I Name

The name of this corporation is **IDFS, Inc**

ARTICLE II Stock

The aggregate number of shares of stock which the corporation shall have authority to issue is 30,000 shares. Each of these shares shall have no par value. Ten thousand of the shares shall be common voting stock and the remaining twenty thousand shares shall be non-voting preferred stock. The preferred shares will be held by the Corporation until needed.

ARTICLE III Registered Agent/Office

The address of the corporation's initial registered office in the state of Texas is 3378 Torrey Pines Drive, Montgomery Texas 77356
And the name of its initial registered agent at such address is Joseph Fournier

ARTICLE IV Commencement of Business

The Corporation will not commence business until it has received the acknowledgement of filing from the Secretary of State and until it has received for the issuance of its common shares consideration of the value of \$1,000.00, consisting of money or labor done.

ARTICLE V Incorporator

The name and address of the incorporator is as follows
Mr. Joseph Fournier of
3378 Torrey Pines Drive, Montgomery Texas 77356

The undersigned incorporator declares under penalty of perjury that he has examined the foregoing Articles of Incorporation and that to the best of his knowledge, information and belief, the information contained therein is true, correct, and complete.

 Sept 28/2012
Signature of Incorporator

The person to contact with any questions concerning this filing is
Mr. Joseph Fournier
3378 Torrey Pines Drive
Montgomery, Texas 77356

ARTICLE VI Initial Board of Directors

The number of directors to constitute the board of directors shall be three, as determined by the bylaws of the corporations. The names and addresses of the initial board of directors are as follows:

Name	Address
Mr. Joseph Fournier	3378 Torrey Pines Drive Montgomery, Texas 77356
Mr. Alan Tomkow	141 April Point Place Montgomery, Texas 77356
Mr. Don Phillips	333 Jones Lake Road #37 Tiki Island, Texas 77554

ARTICLE VII Perpetual Duration

The duration of the corporation is perpetual.

ARTICLE VIII Purpose

This corporation is organized and formed to act as the International arm of a strategic partnership organized with the primary purpose to place private funds from European funding sources into local Houston construction projects and to engage in any other lawful acts or activity for which corporations may be organized under the **Texas General Business Corporation Act**.

ARTICLE IX Grant of Preemptive Rights

There shall be no preemptive rights.

ARTICLE X Bylaw Amendment

The board of directors may repeal and amend the bylaws of the corporation and may adopt new or additional bylaws, and the articles of incorporation shall be amended as provided in the **Texas General Business Corporation Act**.

ARTICLE XI Cumulative Voting for Directors

At each election of directors, each shareholder entitled to vote shall be entitled to cast cumulative votes in accordance with the terms and conditions of the bylaws of the corporation.

In such event, each shareholder may vote either by giving one candidate as many votes as equals the number of directors to be elected multiplied by the number of the shareholder's shares or by distributing such cumulative votes among any number of such candidates.

ARTICLE XII Board Vacancies

Any vacancy of the board of directors may be filled by the affirmative vote of a majority of the remaining directors. Any director so elected shall serve until the director's successor has been elected and qualified.

ARTICLE XIII Indemnification

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plan of the corporation, or serves at the request of the corporation as a director, officer, employee or agent may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or refusing to do so upon advice of independent counsel.

ARTICLE XIV No Personal Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to

- A Any breach of the director's duty of loyalty to the corporation and its shareholders
- B Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law
- C Any distribution which is unlawful
- D Any transaction from which the director derived an improper personal benefit
- E Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State

ARTICLE XV Corporation Purchase of Its Own Shares

The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefore.



APPENDIX B
EIN FILLING DOCUMENTS
FOR
IDFS, INC.

Application for Employer Identification Number

OMB No. 1545-0003

Department of the Treasury
Internal Revenue Service

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

EIN

▶ See separate instructions for each line. ▶ Keep a copy for your records.

80-0954997

Type or print clearly.	1 Legal name of entity (or individual) for whom the EIN is being requested IDFS, Inc.	
	2 Trade name of business (if different from name on line 1)	3 Executor, administrator, trustee, "care of" name Joseph David Fournier
	4a Mailing address (room, apt., suite no. and street, or P.O. box) 25301 Borough Park Drive, Suite 224	5a Street address (if different) (Do not enter a P.O. box.)
	4b City, state, and ZIP code (if foreign, see instructions) The Woodlands, Texas 77380	5b City, state, and ZIP code (if foreign, see instructions)
	6 County and state where principal business is located Montgomery County, Texas	
	7a Name of responsible party Joseph David Fournier	7b SSN, ITIN, or EIN 548-53-7655
8a Is this application for a limited liability company (LLC) (or a foreign equivalent)? <input type="checkbox"/> Yes <input type="checkbox"/> No		8b If 8a is "Yes," enter the number of LLC members ▶
8c If 8a is "Yes," was the LLC organized in the United States? <input type="checkbox"/> Yes <input type="checkbox"/> No		
9a Type of entity (check only one box). Caution. If 8a is "Yes," see the instructions for the correct box to check.		
<input type="checkbox"/> Sole proprietor (SSN) _____ <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Corporation (enter form number to be filed) ▶ _____ <input type="checkbox"/> Personal service corporation <input type="checkbox"/> Church or church-controlled organization <input type="checkbox"/> Other nonprofit organization (specify) ▶ _____ <input type="checkbox"/> Other (specify) ▶ _____		
<input type="checkbox"/> Estate (SSN of decedent) _____ <input type="checkbox"/> Plan administrator (TIN) _____ <input type="checkbox"/> Trust (TIN of grantor) _____ <input type="checkbox"/> National Guard <input type="checkbox"/> State/local government <input type="checkbox"/> Farmers' cooperative <input type="checkbox"/> Federal government/military <input type="checkbox"/> REMIC <input type="checkbox"/> Indian tribal governments/enterprises Group Exemption Number (GEN) if any ▶ _____		
9b If a corporation, name the state or foreign country (if applicable) where incorporated	State Texas	Foreign country
10 Reason for applying (check only one box)		
<input checked="" type="checkbox"/> Started new business (specify type) ▶ Construction <input type="checkbox"/> Hired employees (Check the box and see line 13.) <input type="checkbox"/> Compliance with IRS withholding regulations <input type="checkbox"/> Other (specify) ▶ _____		
<input type="checkbox"/> Banking purpose (specify purpose) ▶ _____ <input type="checkbox"/> Changed type of organization (specify new type) ▶ _____ <input type="checkbox"/> Purchased going business <input type="checkbox"/> Created a trust (specify type) ▶ _____ <input type="checkbox"/> Created a pension plan (specify type) ▶ _____		
11 Date business started or acquired (month, day, year). See instructions. To be determined		12 Closing month of accounting year December
13 Highest number of employees expected in the next 12 months (enter -0- if none). If no employees expected, skip line 14.		14 If you expect your employment tax liability to be \$1,000 or less in a full calendar year and want to file Form 944 annually instead of Forms 941 quarterly, check here. (Your employment tax liability generally will be \$1,000 or less if you expect to pay \$4,000 or less in total wages.) If you do not check this box, you must file Form 941 for every quarter. <input type="checkbox"/>
Agricultural	Household	
15 First date wages or annuities were paid (month, day, year). Note. If applicant is a withholding agent, enter date income will first be paid to nonresident alien (month, day, year) ▶		N/A
16 Check one box that best describes the principal activity of your business.		
<input type="checkbox"/> Construction <input type="checkbox"/> Rental & leasing <input type="checkbox"/> Transportation & warehousing <input type="checkbox"/> Health care & social assistance <input checked="" type="checkbox"/> Wholesale-agent/broker <input type="checkbox"/> Real estate <input type="checkbox"/> Manufacturing <input type="checkbox"/> Finance & insurance <input type="checkbox"/> Accommodation & food service <input type="checkbox"/> Wholesale-other <input type="checkbox"/> Retail <input type="checkbox"/> Other (specify) _____		
17 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided. Industrial, commercial and Residential Construction		
18 Has the applicant entity shown on line 1 ever applied for and received an EIN? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," write previous EIN here ▶		

Third Party Designee	Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.	
	Designee's name	Designee's telephone number (include area code) ()
	Address and ZIP code	Designee's fax number (include area code) ()
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.		Applicant's telephone number (include area code) (936) 827-9944
Name and title (type or print clearly) ▶ Joseph David Fournier, President		Applicant's fax number (include area code) ()
Signature ▶	Date ▶ Oct 10 / 2012	