

**APPENDIX A**

**CERTIFICATE TO DO BUSINESS  
IN MISSOURI**



# State of Missouri

Matt Blunt, Secretary of State

Corporations Division

P.O. Box 187000 W. Main Street, Rm 522  
Jefferson City, MO 65102

## Application for Certificate of Authority For a Foreign For-Profit Corporation

(Submit with filing fee of \$155.00)

- The corporation's name is Missouri Gas Utility, Inc.  
and it is organized and existing under the laws of Colorado
- The name it will use in Missouri is Missouri Gas Utility, Inc.
- The date of its incorporation was October 13, 2004, and the period of its duration is Perpetual.  
*month/day/year*
- The address of its principal place of business 7810 Shaffer Parkway, Ste 120 Littleton, CO  
*Address* *City/State/Zip* 80127
- The name and physical address of its registered agent and office in the State of Missouri is  
The Corporation Company 120 S. Central Ave. Clayton, MO 63105  
*Name* *Address* *City/State/Zip*
- The specific purpose(s) of its business in Missouri are:  
Ownership and operation of natural gas utility systems
- The name of its officers and directors and their business addresses are as follows:

Officers	Name	Address	City/State/Zip
President	<u>Michael P. Earnest</u>	<u>9958 Clyde Circle Highlands Ranch,</u>	<u>CO 80126</u>
Vice President	<u>Stephen E. Fanestil</u>	<u>P.O.Box 107 Shawnee,</u>	<u>CO 80475</u>
Secretary	<u>Tim Johnston</u>	<u>7200 Vallevue Dr. Greeley,</u>	<u>CO 80634</u>
Treasurer	<u>Kenneth C. Wolfe</u>	<u>1008 Centre Ave Ft. Collins,</u>	<u>CO 80526</u>

### Board of Directors

Director	<u>Delwin Hock</u>	<u>435 Monroe St. Denver,</u>	<u>CO 80111</u>
Director	<u>Michael P. Earnest</u>	<u>9958 Clyde Circle Highlands Ranch,</u>	<u>CO 80126</u>
Director	<u>Tim Johnston</u>	<u>7200 Vallevue Dr. Greeley,</u>	<u>CO 80634</u>
Director	<u>John McMichael</u>	<u>10333 Georgia Cr. Morrison,</u>	<u>CO 80465</u>
Director	<u>Jim Anderson</u>	<u>96 Blue Heron Court Greenwood Village,</u>	<u>CO 80121</u>

Name and address to return filed document:

Name: Kenneth C. Wolfe

Address: 7810 Shaffer Parkway Suite 120

City, State, and Zip Code: Littleton, CO 80127

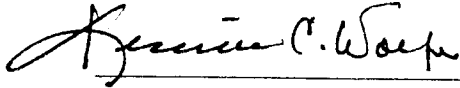
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8. The effective date of this document is the date it is filed by the Secretary of State of Missouri, unless you indicate a future date, as follows: \_\_\_\_\_

*(Date may not be more than 90 days after the filing date in this office)*

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)



Kenneth C. Wolfe Treasurer October 14, 2004

*Must be an Officer or Chairman listed in #7. above*

*Printed Name*

*Title*

*Date*

Note: You must submit current original certificate of good standing or certificate of existence with this application. This may be obtained from your Secretary of State or other authority that issues corporate charters.

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OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE**

I, Donetta Davidson, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

MISSOURI GAS UTILITY, INC.

is a  
Corporation

formed or registered on 10/13/2004 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20041356932 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 10/15/2004 that have been posted, and by documents delivered to this office electronically through 10/26/2004 @ 13:19:10 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 10/26/2004 @ 13:19:10 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6077229 .



Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/cert/certsearch.html>, to enter the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us>, click Business Center and select "Frequently Asked Questions."*



Colorado Secretary of State  
 Date and Time: 10/13/2004 11:09 AM  
 Entity Id: 20041356932  
 Document number: 20041356932

Document Processing Fee  
 If document is on paper: \$50.00  
 If document is filed electronically: \$ .99

Fees are subject to change.  
 For electronic filing and to obtain  
 copies of filed documents visit  
[www.sos.state.co.us](http://www.sos.state.co.us)

Deliver paper documents to:  
 Colorado Secretary of State  
 Business Division  
 1560 Broadway, Suite 200  
 Denver, CO 80202-5169

Paper documents must be typed or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

### Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-102-102 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

MISSOURI GAS UTILITY, INC.

*(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd"; If the corporation is a professional corporation, it must contain the term or abbreviation "professional corporation", "p.c.", or "pc" §7-90-601, C.R.S.)*

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, make the applicable selection):*

- "bank" or "trust" or any derivative thereof
- "credit union"       "savings and loan"
- "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

7810 Shaffer Parkway

*(Street name and number)*

Suite 120

Littleton

*(City)*

CO

*(State)*

80127

*(Postal Zip Code)*

*(Province if applicable)*

*(Country if not US)*

4. Principal office mailing address:  
 (if different from above)

*(Street name and number or Post Office Box information)*

*(City)*

*(State)*

*(Postal Zip Code)*

*(Province if applicable)*

*(Country if not US)*

5. Registered agent: (if an individual):

Wolfe

*(Last)*

Kenneth

*(First)*

C.

*(Middle)*

*(Suffix)*

**OR** (if a business organization):

6. The person appointed as registered agent in the document has consented to being so appointed.

7. Registered agent street address:

7810 Shaffer Parkway

*(Street name and number)*

Suite 120

Littleton CO 80127  
*(City) (State) (Postal/Zip Code)*

8. Registered agent mailing address:  
(if different from above)

\_\_\_\_\_  
*(Street name and number or Post Office Box information)*  
\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*  
\_\_\_\_\_  
*(Province - if applicable) (Country - if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

\_\_\_\_\_  
*(mm/dd/yyyy)*

10. (Optional) Delayed effective date:

\_\_\_\_\_  
*(mm/dd/yyyy)*

11. Name(s) and address(es) of incorporator(s): (if an individual):

Wolfe Kenneth C.  
*(Last) (First) (Middle) (Suffix)*

**OR** (if a business organization):

7810 Shaffer Parkway  
*(Street name and number or Post Office Box information)*  
Suite 120  
Littleton CO 80127  
*(City) (State) (Postal/Zip Code)*  
United States  
*(Province - if applicable) (Country - if not US)*

(if an individual)

\_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

**OR** (if a business organization)

\_\_\_\_\_  
*(Street name and number or Post Office Box information)*  
\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*  
United States  
*(Province - if applicable) (Country - if not US)*

(if an individual)

\_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

**OR** (if a business organization)

\_\_\_\_\_  
*(Street name and number or Post Office Box information)*

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\_\_\_\_\_  
(City)                      (State)                      (Postal Zip Code)  
 \_\_\_\_\_ **United States** \_\_\_\_\_  
(Province if applicable)                      (Country if not US)

*(If there are more than three incorporators, mark this box and include an attachment stating the true names and mailing addresses of all additional incorporators.)*

12. The corporation is authorized to issue 10,000,000 shares of common stock.  
(number)

*(Additional classes of capital stock may be authorized and additional information regarding the corporation's stock may be stated, mark this box and include an attachment stating pertinent information.)*

13. Additional information may be included pursuant to §7-102-102, C.R.S. and other organic statutes such as title 12, C.R.S. If applicable, mark this box and include an attachment stating the additional information.

**Notice:**

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

14. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Wolfe                      Kenneth                      C.                      \_\_\_\_\_  
(Last)                      (First)                      (Middle)                      (Suffix)

7810 Shaffer Parkway  
(Street name and number or Post Office Box information)

Suite 120

Littleton                      CO                      80127  
(City)                      (State)                      (Postal Zip Code)

\_\_\_\_\_ **United States** \_\_\_\_\_  
(Province if applicable)                      (Country if not US)

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)*

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

## **NOTICE:**

*This "image" is merely a display of information that was filed electronically. It is not an image that was created by optically scanning a paper document.*

*No such paper document was filed. Consequently, no copy of a paper document is available regarding this document.*

*Questions? Contact the Business Division. For contact information, please visit the Secretary of State's web site.*



**APPENDIX B**

Gallatin Purchase Agreement

Highly Confidential

Documents will be provided after issuance of a protective order

**APPENDIX C**

Hamilton Purchase Agreement

Highly Confidential

Documents will be provided after issuance of a protective order

**APPENDIX D**

MGU BOARD RESOLUTION  
APPROVING GALLATIN ACQUISITION

CONSENT TO ACTION TAKEN  
IN LIEU OF MEETING OF DIRECTORS  
OF  
MISSOURI GAS UTILITY, INC.

Pursuant to Section 7-108-202, Colorado Revised Statutes, the undersigned, being the directors of the Corporation, acting without notice or a meeting, hereby waive notice and the holding of such meeting and consent to the action taken as set forth in the following resolutions:

RESOLVED, that the Company shall purchase the Gallatin, Missouri natural gas system from the Bank of New York and the City of Gallatin per the asset purchase agreement in substantially the form as presented to the Board.

FURTHER RESOLVED, that the Company shall purchase the Hamilton, Missouri natural gas system from UMB Bank and the City of Hamilton per the asset purchase agreement in substantially the form as presented to the Board.

FURTHER RESOLVED, that the Company shall obtain financing to acquire the systems. Such financing shall be from a bank or other commercial lender and equity investment from CNG Holdings, Inc. or through the Company.

FURTHER RESOLVED, that the Company shall file with the Missouri Public Service Commission any required application to acquire and operate the systems.

FURTHER RESOLVED, that the Company is authorized to enter into franchise agreements with the cities and towns served by the systems.

FURTHER RESOLVED, that any of the following have authority to sign all agreements, loan documentation, Public Service Commission filings, franchise agreements, and any other documentation relating to the acquisition of the two systems, financing to acquire the systems, and authority to operate the systems:

Michael P. Earnest, C.E.O. and President  
Kenneth C. Wolfe, Vice President of Finance and Assistant Secretary  
Timothy Johnston, Vice President of Engineering and Secretary

RESOLVED FURTHER, that Michael P. Earnest, Kenneth C. Wolfe, and Timothy Johnston are authorized, empowered and directed for and on behalf of the Company, and in its name to negotiate, enter into, execute and deliver any and all documents necessary to implement, secure and otherwise evidence the acquisition and/or financing and to do such other acts or things as he shall deem necessary or appropriate to consummate the acquisition and/or financing.

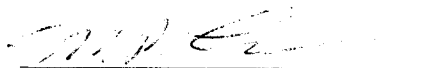
RESOLVED FURTHER, that nothing in this resolution shall be construed to require that more than one of Michael P. Earnest, Kenneth C. Wolfe, or Timothy Johnston but not all, execute any of the documents securing or otherwise evidencing the acquisition and/or financing, or any other document or instrument necessary to consummate the acquisition and/or the financing.


RESOLVED FURTHER, that either Timothy Johnston or Kenneth C. Wolfe be and are hereby authorized to attest, on behalf of the Company, any and all documents necessary to secure or otherwise evidence the acquisition and/or financing, or any other such documents as may be necessary to consummate the acquisition and financing.

The signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing resolution.

Dated: October 27, 2004

\_\_\_\_\_  
Del Hock, Director

  
\_\_\_\_\_  
Michael P. Earnest, Director

  
\_\_\_\_\_  
Tim Johnston, Director

\_\_\_\_\_  
John McMichael, Director

\_\_\_\_\_  
James M. Anderson, Director

\_\_\_\_\_  
Fred Cornwall, Director

\_\_\_\_\_  
W. James Temple, Director

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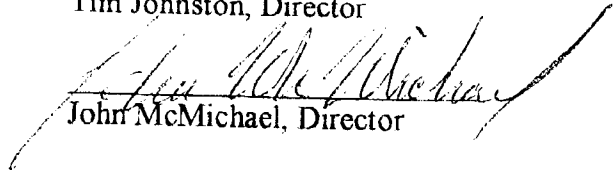
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Dated: October 27, 2004

\_\_\_\_\_  
Del Hock, Director

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Michael P. Earnest, Director

\_\_\_\_\_  
Tim Johnston, Director

  
John McMichael, Director

\_\_\_\_\_  
James M. Anderson, Director

\_\_\_\_\_  
Fred Cornwall, Director

\_\_\_\_\_  
W. James Temple, Director

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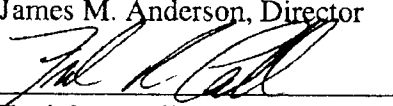
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Del Hock, Director

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Michael P. Earnest, Director

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Tim Johnston, Director

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John McMichael, Director

\_\_\_\_\_  
James M. Anderson, Director

  
\_\_\_\_\_  
Fred Cornwall, Director

\_\_\_\_\_  
W. James Temple, Director

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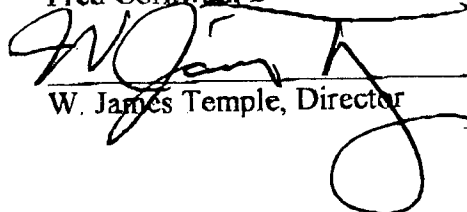
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Michael P. Earnest, Director

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Tim Johnston, Director

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John McMichael, Director

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James M. Anderson, Director

\_\_\_\_\_  
Fred Cornwall, Director

  
\_\_\_\_\_  
W. James Temple, Director



**APPENDIX E**

MGU BOARD RESOLUTION  
APPROVING HAMILTON ACQUISITION

CONSENT TO ACTION TAKEN  
IN LIEU OF MEETING OF DIRECTORS  
OF  
MISSOURI GAS UTILITY, INC.

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Timothy Johnston, Vice President of Engineering and Secretary

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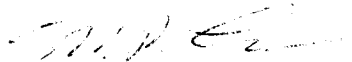
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RESOLVED FURTHER, that either Timothy Johnston or Kenneth C. Wolfe be and are hereby authorized to attest, on behalf of the Company, any and all documents necessary to secure or otherwise evidence the acquisition and/or financing, or any other such documents as may be necessary to consummate the acquisition and financing.

The signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing resolution.

Dated: October 27, 2004

\_\_\_\_\_  
Del Hock, Director

  
\_\_\_\_\_  
Michael P. Earnest, Director

  
\_\_\_\_\_  
Tim Johnston, Director

\_\_\_\_\_  
John McMichael, Director

\_\_\_\_\_  
James M. Anderson, Director

\_\_\_\_\_  
Fred Cornwall, Director

\_\_\_\_\_  
W. James Temple, Director

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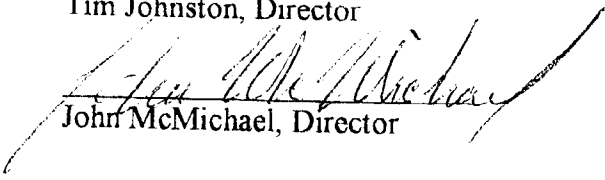
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Dated: October 27, 2004

\_\_\_\_\_  
Del Hock, Director

\_\_\_\_\_  
Michael P. Earnest, Director

\_\_\_\_\_  
Tim Johnston, Director

  
John McMichael, Director

\_\_\_\_\_  
James M. Anderson, Director

\_\_\_\_\_  
Fred Cornwall, Director

\_\_\_\_\_  
W. James Temple, Director

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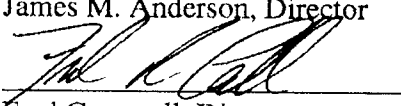
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Del Hock, Director

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Michael P. Earnest, Director

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Tim Johnston, Director

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Fred Cornwall, Director

\_\_\_\_\_  
W. James Temple, Director

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\_\_\_\_\_  
Del Hock, Director

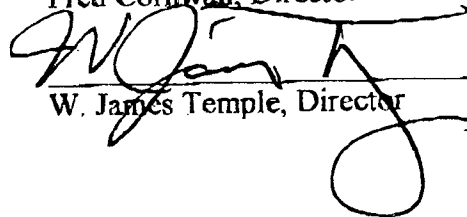
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Michael P. Earnest, Director

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Tim Johnston, Director

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John McMichael, Director

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James M. Anderson, Director

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Fred Cornwall, Director

  
\_\_\_\_\_  
W. James Temple, Director