

FEB 25 2016



05407751

FILE NO. R-2071522-8

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**APPLICATION FOR REGISTRATION
OF FOREIGN LIMITED LIABILITY COMPANY***Please read Instructions L025i***1. ENTITY TYPE – check only one** to indicate the type of entity applying for registration:☒ LIMITED LIABILITY COMPANY☐ PROFESSIONAL LIMITED LIABILITY COMPANY**2. NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME) –** enter the exact, true name of the foreign LLC:TM Technologies, LLC**3. NAME TO BE USED IN ARIZONA (ENTITY NAME) –** identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:**3.1** ☒ **Name in state or country of formation**, with no changes or additions – go to number 4 and continue.**3.2** ☐ **Fictitious name** – check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** – a resolution of the company adopting the fictitious name must be attached to and submitted with this form.**3.3** **If you checked 3.2**, enter or print the name to be used in Arizona:**4. PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES –** if professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):**5. FOREIGN DOMICILE –** list the state or country in which the foreign LLC was formed:Delaware**6. DATE OF FORMATION IN FOREIGN DOMICILE:** 02/16/2016**7. PURPOSE OR GENERAL CHARACTER OF BUSINESS –** describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:
any and all lawful purposes/technology development

8. STATUTORY AGENT IN ARIZONA:

| | | | | | |
|--|--|-------------|--|------------------------------|--|
| 8.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent: | | | 8.2 OPTIONAL – mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box): | | |
| Frank Anjakos | | | | | |
| Statutory Agent Name (required) | | | | | |
| Attention (optional) 6969 East Sunrise Drive | | | Attention (optional) | | |
| Address 1 Suite 100 | | | Address 1 | | |
| Address 2 (optional) City Tucson | | Az State | 85750 Zip | Address 2 (optional) City | |
| | | | | State Zip | |
| 8.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Registration. | | | | | |

9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS – *see Instructions L025i* – give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

| | | |
|---|---------------|-----------------------|
| Harvard Business Services | | |
| Attention (optional) 16192 Coastal Highway | | |
| Address 1 | | |
| Address 2 (optional) Lewes | | DE |
| City | | 19958 |
| Country | UNITED STATES | State or Province Zip |

10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

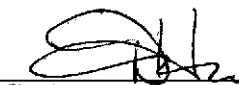
- 10.1** Is the Arizona known place of business street address the same as the **street address** of the statutory agent? ☒ Yes - go to the next page and continue.
☐ No - complete number 10.2 and continue.
- 10.2** If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

| | | |
|----------------------|-------------------|-----|
| | | |
| Attention (optional) | | |
| Address 1 | | |
| Address 2 (optional) | | |
| City | State or Province | Zip |
| Country | | |

COMPLETE NUMBER 11 OR NUMBER 12 – NOT BOTH.

- 11. MANAGER-MANAGED LLC** – *see Instructions L025i* – check this box ☐ if management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*
- 12. MEMBER-MANAGED LLC** – *see Instructions L025i* – check this box ☒ if management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*
- 13. SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


Signature

Daniel L. Hodges

Printed Name

02/25/2016

Date

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

| | | |
|--|--|--|
| <input type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named: | <input checked="" type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named: Tim Technologies, Inc | <input type="checkbox"/> I am a duly authorized agent for this LLC. |
|--|--|--|

Filing Fee: \$150.00 (regular processing)
Expedited processing – add \$35.00 to filing fee.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.

If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

TM Technologies, LLC

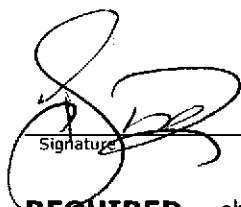
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

Frank Anjakos

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Frank Anjakos

02/25/2016

Signature

Printed Name

Date

REQUIRED – check only one:

☒ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☐ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

MEMBER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):

TM Technologies, LLC

2. **A.C.C. FILE NUMBER** (if known):

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **MEMBERS** – give the name and address of **all Members**. If more space is needed, use another Member Structure Attachment form.

| | | | | | | | |
|---------------------------------|---------------|-------------------|-------|----------------------|--|-------------------|-----|
| 1. TM Technologies, Inc | | | | 2. | | | |
| Name 6969 East Sunrise Drive | | | | Name | | | |
| Address 1 | | | | Address 1 | | | |
| Address 2 (optional) Tucson | | AZ | 85750 | Address 2 (optional) | | | |
| City | | State or Province | Zip | City | | State or Province | Zip |
| Country | UNITED STATES | | | Country | | | |
| 3. | | | | 4. | | | |
| Name | | | | Name | | | |
| Address 1 | | | | Address 1 | | | |
| Address 2 (optional) | | | | Address 2 (optional) | | | |
| City | | State or Province | Zip | City | | State or Province | Zip |
| Country | | | | Country | | | |
| 5. | | | | 6. | | | |
| Name | | | | Name | | | |
| Address 1 | | | | Address 1 | | | |
| Address 2 (optional) | | | | Address 2 (optional) | | | |
| City | | State or Province | Zip | City | | State or Province | Zip |
| Country | | | | Country | | | |
| 7. | | | | 8. | | | |
| Name | | | | Name | | | |
| Address 1 | | | | Address 1 | | | |
| Address 2 (optional) | | | | Address 2 (optional) | | | |
| City | | State or Province | Zip | City | | State or Province | Zip |
| Country | | | | Country | | | |

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:17 PM 02/16/2016
FILED 01:17 PM 02/16/2016
SR 20160843172 - File Number 5965351

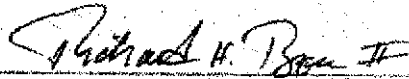
**CERTIFICATE OF FORMATION
OF
TM Technologies, LLC**

(A Delaware Limited Liability Company)

First: The name of the limited liability company is: TM Technologies, LLC

Second: Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

IN WITNESS WHEREOF, the undersigned, being fully authorized to execute and file this document have signed below and executed this Certificate of Formation on this February 15, 2016.



Harvard Business Services, Inc., Authorized Person
By: Richard H. Bell, II, President

RECEIVED

FEB 25 2016

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET**USE A SEPARATE COVER SHEET FOR EACH DOCUMENT****1. WHAT ARE YOU FILING?**☐ New Entity ☐ Change to existing entity ☐ Re-submission/Correction**2. ENTITY NAME:**

TM Technologies, LLC

3. CALCULATE YOUR FEES (copies, certificate of good standing and expedited processing are all optional):

| | | |
|---|--------------------------|-----------------|
| Document filing fee (fees are listed on the bottom of the form or on the fee schedule) | Subtotal: | \$150.00 |
| Do you want EXPEDITED processing? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO If YES, add \$35.00 | Subtotal: | \$35.00 |
| <input type="checkbox"/> Corporation certified copies \$ 5.00 each x (enter number of copies requested) | Subtotal: | |
| <input type="checkbox"/> LLC certified copies \$10.00 each x (enter number of copies requested) | Subtotal: | |
| <input type="checkbox"/> Certificate of Good Standing \$10.00 each x (enter number of copies requested) | Subtotal: | |
| TOTAL YOUR AMOUNT OWED | TOTAL AMOUNT DUE: | \$185.00 |

4. PAYMENT METHOD:☐ MOD Account #**Cash** - do not mail cash. Cash may be used only for in-person submittals.**Checks or money orders** - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. **UNACCEPTABLE CHECKS** include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts).**Credit cards** - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.**5. REQUIRED - RETURN DELIVERY OPTION** (PLEASE PRINT CLEARLY and select only ONE):

| | | | |
|---|--|---------------------|--|
| <input checked="" type="checkbox"/> Email | Email address: Fanjakos@TMTechnologies.com | | |
| <input checked="" type="checkbox"/> Pick up | Name: Frank Anjakos | Phone: 520-661-4494 | |
| <input type="checkbox"/> Mail | Name: _____ Address: _____ City: _____ State: _____ Zip: _____ Phone: _____ | | |

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)**FOR ARIZONA CORPORATION COMMISSION USE ONLY****PICK-UP BY:** _____ **DATE:** _____View current processing times at: www.azcc.gov/Divisions/Corporations/document-processing-times.pdf

FAX COVER SHEET

| | |
|-----------|-------------------------|
| TO | AZ CORP COMM |
| COMPANY | |
| FAXNUMBER | 15206286614 |
| FROM | Daniel Hodges |
| DATE | 2016-02-25 19:16:45 GMT |
| RE | corp comm |

COVER MESSAGE

RE. FRANK ANJAKOS

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:17 PM 02/16/2016
FILED 01:17 PM 02/16/2016
SR 20160843172 - File Number 5965351

**CERTIFICATE OF FORMATION
OF
TM Technologies, LLC**

(A Delaware Limited Liability Company)

First: The name of the limited liability company is: TM Technologies, LLC

Second: Its registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

IN WITNESS WHEREOF, the undersigned, being fully authorized to execute and file this document have signed below and executed this Certificate of Formation on this February 15, 2016.



Harvard Business Services, Inc., Authorized Person
By: Richard H. Bell, II, President

COMMISSIONERS
DOUG LITTLE - Interim Chairman
BOB STUMP
BOB BURNS
TOM FORESE



JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

ARIZONA CORPORATION COMMISSION

TM TECHNOLOGIES, LLC
DANIEL L. HODGES
6969 E. SUNRISE DR, STE. 100

TUCSON, AZ 85750

Effective Date: 02/25/2016
File No: D-2070886-7

We have received a document submission for the above-referenced entity. If an acceptable form of payment for the correct filing fee was received, it has been deposited and is nonrefundable pursuant to statute, unless otherwise noted below. The document is **REJECTED** and is being returned for the following reasons:

Attach a Certificate of Good Standing/Existence, duly authenticated (certified) by the secretary of state or other official having legal custody of corporate records in the state or country under whose law it is incorporated. It must be dated within (60) sixty days of delivering the Application to the Commission.
(A.R.S.10-1503, 10-11503 & 29-802(B))

The wrong form was submitted. Please file the document information using the correct form enclosed, along with the correct filing fee if applicable.

The Application to Register Foreign Corporation Name is for a foreign corporation name not a foreign limited liability company name. The correct form is Application to Reserve Limited Liability Company Name (form #L001i), which will reserve the name for 120 days.

IMPORTANT INFORMATION:

Follow the instructions below to resubmit your document. If you originally paid for expedited processing, the resubmitted document will be processed within the current posted expedited time frame after we receive the resubmission, and no additional fees are owed. If you originally paid for regular processing time, the resubmitted document will be processed within the current posted regular time frame after we receive the resubmission, and no additional fees are owed. If you want to upgrade from regular processing to expedited processing, then you can pay the \$35.00 expedite fee when you resubmit the document.

Please Note: Companies must return the corrected document within

thirty (30) calendar days of the rejection date to retain the original file date.

Return the following information to the Corporations Division (all pages must be legible):

1. A copy of this letter;
2. All pages of the rejected document with corrections OR a complete, signed, corrected document;
3. A NEW cover sheet indicating resubmission; and
4. Any additional paperwork or filing fees, as requested within this letter.

If you do not owe any additional fees or are paying by MOD account you can email your resubmission packet as a pdf document attachment to documentintake@azcc.gov.

If you have any questions, please feel free to contact the Customer Service Call Center at 602-542-3026, or Arizona residents only may use the toll free number 800-345-5819.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO <http://ecorp.azcc.gov>. USE THE SERVICE FEATURE AND SELECT "SUBSCRIBE TO EMAIL REMINDER TO FILE ANNUAL REPORT." YOU CAN ALSO SUBSCRIBE USING THE SEARCH FEATURE TO FIND YOUR CORPORATION'S RECORD, THEN CLICK ON THE BUTTON FOR "ANNUAL REPORT EMAIL REMINDERS." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

Tell us how we are doing. Take the online customer service survey at www.azcc.gov/divisions/Corporations.

TUCSON

PICK-UP

