

Clear Form

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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:

Empower Energies Solar and Renewable Development 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: December 7, 2017

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:

To engage in the development, financing, construction, installation, ownership, operation, financing and sale of the output of solar photovoltaic and other renewable energy generating facilities and any other lawful business, purpose or activity.

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):		
C T Corporation System					
Statutory Agent Name (required)					
Attention (optional) 3800 North Central Avenue, Suite 460			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Phoenix		State AZ Zip 85012	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:

Attention (optional) 1209 ORANGE ST		
Address 1		
Address 2 (optional) WILMINGTON		DE 19801
City	State or Province	Zip
Country	UNITED STATES	

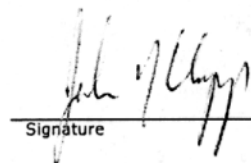
10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 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 law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


John Clapp

October 17, 2018

Signature

Printed Name

Date

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

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

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MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
Empower Energies Solar and Renewable Development LLC

2. **MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. **Use one block per person.** Check the appropriate box or boxes below each person listed. If more space is needed, use another Manager Structure Attachment form.

1. John Clapp				2. Dan Kochav			
Name 3 Bethesda Metro Center, Suite 520				Name 3 Bethesda Metro Center, Suite 520			
Address 1				Address 1			
Address 2 (optional) Bethesda		Maryland	20814	Address 2 (optional) Bethesda		Maryland	20814
City UNITED STATES	State or Province	Zip		City UNITED STATES	State or Province	Zip	
Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Member				Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Member			
3. Amarish Mehta				4. Joost Schellens			
Name 3 Bethesda Metro Center, Suite 520				Name 3 Bethesda Metro Center, Suite 520			
Address 1				Address 1			
Address 2 (optional) Bethesda		Maryland	20814	Address 2 (optional) Bethesda		Maryland	20814
City UNITED STATES	State or Province	Zip		City UNITED STATES	State or Province	Zip	
Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Member				Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Member			
5. Lisa M. Pierro				6.			
Name 3 Bethesda Metro Center, Suite 520				Name			
Address 1				Address 1			
Address 2 (optional) Bethesda		Maryland	20814	Address 2 (optional)			
City UNITED STATES	State or Province	Zip		City	State or Province	Zip	
Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Member				Country <input type="checkbox"/> Manager <input type="checkbox"/> Member			

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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):

EMPOWER ENERGIES SOLAR AND RENEWABLE DEVELOPMENT LLC

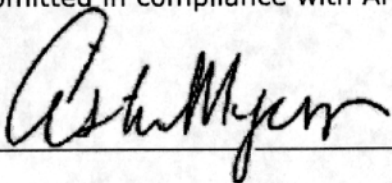
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent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

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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.



Cristie Myers, Assistant Secretary

10/17/2018

Signature

Printed Name

Date

REQUIRED – check only one:

- | | |
|--|--|
| <input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent. | <input checked="" type="checkbox"/> 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

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPOWER ENERGIES SOLAR AND RENEWABLE DEVELOPMENT 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 SEVENTEENTH DAY OF OCTOBER, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



6621131 8300

SR# 20187194979

You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203632521

Date: 10-17-18