

Filing Fee: \$150.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 JAN 16 PM 1:45

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Johnson Controls GWS LLC

[ ] This company has been duly organized in its state of formation as a low-profit limited liability company. (Check box if applicable)

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 08/29/2014

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

450 Veterans Memorial Parkway, Suite 7A East Providence, RI 02914
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is C T Corporation System (Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

1209 Orange Street, Wilmington, DE 19801

9. The mailing address for the limited liability company is:

5055 Lydell Avenue, Milwaukee, WI 53217

FILED

JAN 16 2015

2405B

By

A.A. 1:45p.m.

10. Management of the Limited Liability Company (check one only):

A. The limited liability company is to be managed  by its members. *(If you have checked this box, go to item No. 11 – DO NOT LIST ANY NAMES IN SECTION B.)*

or

B. The limited liability company is to be managed  by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
Brian Cadwallader	5757 N. Green Bay Ave., Milwaukee, WI 53209
Brian Stief	5757 N. Green Bay Ave., Milwaukee, WI 53209
_____	_____
_____	_____
_____	_____

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

12. The date this Application for Registration is to become effective, if later than the date of filing, is:

\_\_\_\_\_ (not prior to, nor more than 30 days after, the filing of this Application for Registration)

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 1/13/15

Johnson Controls GWS LLC  
Print Exact Name of Limited Liability Company Making Application

By Mary Beth Byard  
Signature of Authorized Person

**POWER OF ATTORNEY**

**NOTICE IS HEREBY GIVEN THAT**, Johnson Controls GWS LLC ("GWS LLC") a Delaware limited liability company incorporated under the laws of the state of Delaware, does hereby appoint Mary Beth Byard, employee of CT Corporation, and acting solely in the capacity as an employee of CT Corporation, as attorney-in-fact for GWS LLC to act for the limited liability company and in the limited liability company's name for the limited purposes authorized herein.

GWS LLC having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute documents necessary to register GWS LLC in the states listed on the attached Exhibit A, as directed and authorized by GWS LLC. The attorney-in-fact will not make such changes without the prior approval of GWS LLC.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Mary Beth Byard shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney shall expire on April 1, 2015, unless earlier revoked by the undersigned.

M **IN WITNESS WHEREOF** the undersigned has executed this Power of Attorney on this day of January 2015.

JOHNSON CONTROLS GWS LLC

By: 

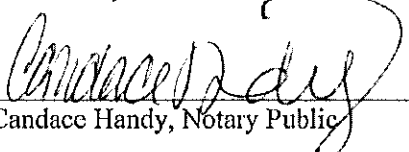
Name: Brian J. Cadwallader

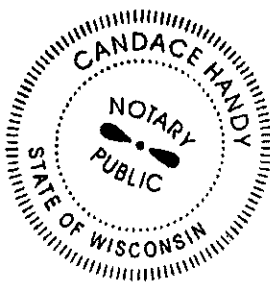
Title: Manager

State of Wisconsin  
County of Milwaukee

On January 7, 2015 before me, the undersigned, a Notary Public in and for said State, personally appeared Brian J. Cadwallader, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.

  
Candace Handy, Notary Public



## EXHIBIT A

Alabama  
Alaska  
Arizona  
Arkansas  
California  
Colorado  
Connecticut  
Delaware  
Florida  
Georgia  
Idaho  
Illinois  
Indiana  
Iowa  
Kansas  
Kentucky  
Louisiana  
Maine  
Maryland  
Massachusetts  
Michigan  
Minnesota  
Mississippi  
Missouri  
Montana  
Nebraska  
Nevada  
New Hampshire  
New Jersey  
New Mexico  
New York  
North Carolina  
North Dakota  
Ohio  
Oklahoma  
Oregon  
Pennsylvania  
Rhode Island  
South Carolina  
South Dakota  
Tennessee  
Texas  
Utah  
Vermont  
Virginia  
Washington  
Washington DC  
West Virginia  
Wisconsin  
Wyoming

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JOHNSON CONTROLS GWS 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 FOURTEENTH DAY OF JANUARY, A.D. 2015.

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

5595012 8300

150049000



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2037011

DATE: 01-14-15