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Filing and License Fee: \$310.00 minimum



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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is XIOtech Corporation
- 2. It is incorporated under the laws of Minnesota
- 3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is October 5, 1995 and the period of its duration is perpetual
- 5. The address of its principal office is 9950 Federal Drive, Suite 100, Colorado Springs, CO 80921
- 6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A,
(Street Address, not P.O. Box)

East Providence, RI 02914 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is C T Corporation System
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Manufacture, sell and service computer storage systems and related devices

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>see attached</u>	
Director		
Director		
Director		

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	see attached	
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
see attached			

10. (a) \$ 5,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

11. (a) \$ 40,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

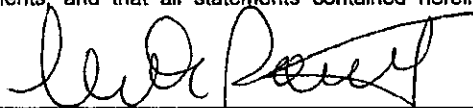
(b) \$ 150,000 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.

(c) 0.375 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

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



Signature of Authorized Officer of the Corporation

Carole Gottlieb, Treasurer and CFO

Type or Print Name of Authorized Officer

Date: 3/23/15

Attachment to Rhode Island Application for Certificate of Authority

8(a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or county of which it is incorporated)

<u>Name</u>	<u>Address</u>
Edward Glassmeyer	9950 Federal Drive Suite 100, Colorado Springs, CO 80921
John Beletic	9950 Federal Drive Suite 100, Colorado Springs, CO 80921
Brian Owen	9950 Federal Drive Suite 100, Colorado Springs, CO 80921
William Miller	9950 Federal Drive Suite 100, Colorado Springs, CO 80921
Matthew Bross	9950 Federal Drive Suite 100, Colorado Springs, CO 80921

8(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Brian Owen	9950 Federal Drive Suite 100, Colorado Springs, CO 80921
VP, Marketing	Gavin McLaughlin	9950 Federal Drive Suite 100, Colorado Springs, CO 80921
Treasurer	Carole Gottlieb	9950 Federal Drive Suite 100, Colorado Springs, CO 80921
Secretary	David Gustavsson	9950 Federal Drive Suite 100, Colorado Springs, CO 80921

9) The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

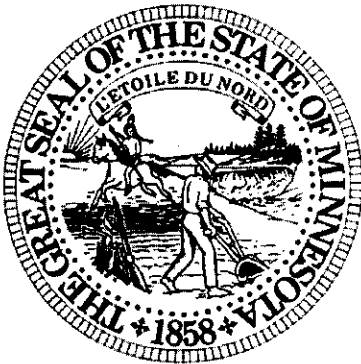
Number of Shares	Class	Series	Par Value
800,000,000	Common	n/a	\$0.01
31,000,000	Preferred	Series B-1	\$0.01
27,000,000	Preferred	Series C	\$0.01
25,000,000	Preferred	Series C-1	\$0.01
11,000,000	Preferred	Series C-2	\$0.01
225,000,000	Preferred	Series D	\$0.01
60,000,000	Preferred	Series E	\$0.01
75,000,000	Preferred	Redeemable Preferred	\$0.01

**Office of the Minnesota Secretary of State
Certificate of Good Standing**

I, Steve Simon, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name: XIOftech Corporation
Date Filed: 10/05/1995
File Number: 8W-571
Minnesota Statutes, Chapter: 302A
Home Jurisdiction: Minnesota

This certificate has been issued on: 03/23/2015



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

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