

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

2015 DEC 21 PM 2:28

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 Renovate America, Inc.
2. It is incorporated under the laws of Delaware
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 January 16, 2009 and the period of its duration is perpetual
5. The address of its principal office is 15073 Avenue of Science, Suite 200, San Diego, CA 92128
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:
Develop and implement programs for municipalities that will provide for the assessment of tax liens on residential
and commercial properties for the purpose of financing energy efficient & renewable energy products on real property.
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		

(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>
150,000,000	COMMON		\$0.0001
78,837,199	PREFERRED		\$0.0001

10. (a) \$ 0 = 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) \$ 0 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 0 = 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 % = 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.

Date: December 16, 2015



Signature of Authorized Officer of the Corporation

Scott D. McKinlay, Executive Vice President

Type or Print Name of Authorized Officer

Renovate America, Inc.

As of December 1, 2015

Officers

John "JP" McNeill	Chief Executive Officer	15073 Avenue of Science	San Diego	CA	92128
Thomas E. Hemmings	Chief Financial Officer	15073 Avenue of Science	San Diego	CA	92128
Dean Hollander	Chief Marketing Officer	15073 Avenue of Science	San Diego	CA	92128
Nick Fergis	Chief Operating Officer	15073 Avenue of Science	San Diego	CA	92128
Scott D. McKinlay	Chief Legal Officer, Executive Vice President, and Secretary	15073 Avenue of Science	San Diego	CA	92128

Directors

Abe Yokell	RockPort Capital Partners III, L.P.	539 Bryant Street #306	San Francisco	CA	94107
Chris Hentemann	400 Capital Management, LLC	510 Madison Avenue 17th Floor	New York	NY	10022
Jim Probst	Quality Home Maintenance, Inc.	2655 E. Magnolia Street Suite 200	Phoenix	AZ	85034
Jin Park	Spring Creek Investment Management, LLC	1717 Arch Street Suite 4050	Philadelphia	PA	19103
John "JP" McNeill	Renovate America, Inc.	15073 Avenue of Science	San Diego	CA	92128
John Fisher	DFJ Growth	2882 Sand Hill Road	Menlo Park	CA	94025
Josh Raffaelli	Silver Lake Kraftwerk	12020 Pioneer Court	San Mateo	CA	94403
Juan Sabater	Valor Equity Partners	875 N. Michigan Suite 3214	Chicago	IL	60611

Delaware

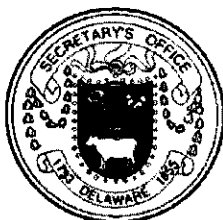
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RENOVATE AMERICA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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



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SR# 20151446566

You may verify this certificate online at corp.delaware.gov/authver.shtml

A 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: 10653162

Date: 12-18-15



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

Nellie M. Gorbea
Secretary of State

