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State of Rhode Island and Providence Plantations
Department of State - Business Services Division

Certificate of Authority

FOREIGN Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL <u>7-1,2-1405</u>, 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:

Borrego Solar Systems, Inc.

2. It is incorporated under the laws of: California

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: 03/27/2002

And the period of its duration is: CHECK ONLY ONE BOX

Perpetual (on-going)

Date certain for dissolution.

5. The address of its principal office is:

5005 Texas Street, Suite 400, San Diego, California 92108-3725

6. The name and address of the initial registered agent/office of in Rhode Island:

Agent Name Corporation Service Company

Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200

City/Town Warwick

RHODE ISLAND

State

ND Zip Code 02888

MAIL TO: Division of Business Services 148 W. River Street, Providence, Rhode Island 02904-2615 Phone: (401) 222-3040 Website: www.sos.rl.gov

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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Solar energy development.

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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):

NAME	ADDRESS	ADDRESS		
Michael Hall	360 22nd Street, Suite 600, Oakland, CA 94612			
Stan Chang	5005 Texas Street, Suite 400, San Diego, CA 92108			
Nora Lin	5005 Texas Street, Suite 400, San Diego, CA 92108			
David Wen	5005 Texas Street, Sulte 400, San Diego, CA 92108			

Check the box to indicate an attachment: 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):

OFFICE	NAME	ADDRESS
PRESIDENT	Michael Hall	360 22nd Street, Suite 500, Oakland, CA 94612
VICE PRESIDENT	Aaron Hall	5005 Texas Street, Suite 400, San Diego, CA 92108
TREASURER	William Bush	360 22nd Street, Suite 600, Oakland, CA 94612
SECRETARY	Aaron Hall	5005 Texas Street, Suite 400, San Diego, CA 92108

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 OR STATE NO PAR VALUE
2,086,400	Common	n/a	· · · · · · · · · · · · · · · · · · ·	no par value
	6: -:			
10. (a) Estimate, in dolla owned by the corporation located: \$ 28,807,638.	n for the following yes	roperty to be ar, wherever	(b) Estimate, in o to be located with \$ 0.0	dollars, the value of the corporation's property thin Rhode Island during the following year:
\$			<u>5</u>	
within this state during th	he following year bean	rs to the value	of all property of the	property of the corporation to be located the corporation to be owned during the 100 to obtain the percentage.
0.00				

.....

%

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.		oss amount of business to be at or from places of business in ving year.
\$ \$	\$	
(c) Estimate, as a percentage, the proportion of the gross a from places of business in Rhode Island during the following transacted by the corporation during the following year. Note centage.	year compared to the gross a	mount thereof which will be
12. This application must be accompanied by a Certificate of the state or country under the laws of which it is incorporated		
13. Date when the Certificate of Authority will be effective: C	HECK ONLY ONE BOX	
✓ Date received (Upon filing)		
Later effective date (Date must be no more than 90 day	s from the day of filing)	
Under penalty of perjury, I declare and affirm that I have exa accompanying attachments, and that all statements contained		ficate of Authority, including any
Type or Print Name of Authorized Officer		Date
William J. Bush, CFO		August 8, 2016
Signature of Authorized Officer of the Corporation		
W.W/142. SIGN DOCK	JMENT HERE	

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Attachment to Certificate of Authority, Foreign Corporation

State of Rhode Island and Providence Plantations Department of State-Business Service Division

Filing submitted on behalf of Borrego Solar Systems, Inc.

Section 8(a) The names and respective addresses of its directors (optional, unless directors are required under the laws of thestate or country of which it is incorporated):

Additional director includes:

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NAME	ADDRESS
Aaron Hall	5005 Texas Street, Suite 400, San Diego, CA 92108

Section 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):

OFFICE	NAME	ADDRESS
COO	Brendan Neagle	55 Technology Drive, Suite 102, Lowell, MA
		01851

State of California Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

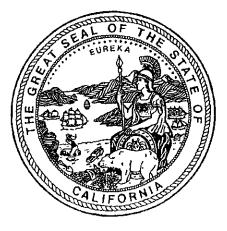
BORREGO SOLAR SYSTEMS, INC.

FILE NUMBER: FORMATION DATE: TYPE: JURISDICTION: STATUS: C2288297 03/27/2002 DOMESTIC CORPORATION CALIFORNIA ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of August 11, 2016.

ALEX PADILLA Secretary of State

NP-25 (REV 01/2015)

HSD



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:

Tulli U. Hole

Nellie M. Gorbea Secretary of State

