



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

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STATE OF RHODE ISLAND
BUSINESS SERVICES DIV
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Certificate of Authority
FOREIGN Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, 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 <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> 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 State RHODE ISLAND 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.ri.gov

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By 281320
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FORM 150 - Revised: 05/2016

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

Solar energy development.

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
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, Suite 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 600, 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

Check the box to indicate an attachment: ☒

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

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

\$ 28,807,638.00

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:

\$ 0.00

(c) Estimate, as a percentage, 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. Note: Divide (10b) by (10a) and multiply by 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. <div style="text-align: right;">\$ <u>260,000,000.00</u></div>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year. <div style="text-align: right;">\$ <u>15,000</u></div>
(c) Estimate, as a percentage, the proportion 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 compared to the gross amount thereof which will be transacted by the corporation during the following year. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i> <div style="text-align: right;">0.006 %</div>	
12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.	
13. Date when the Certificate of Authority will be effective: CHECK ONLY ONE BOX	
<input checked="checked" type="checkbox"/> Date received (Upon filing)	
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____	
<i>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.</i>	
Type or Print Name of Authorized Officer William J. Bush, CFO	Date August 8, 2016
Signature of Authorized Officer of the Corporation <div style="display: flex; align-items: center;"> <div style="border-bottom: 1px solid black; width: 150px;"></div> </div> <div style="text-align: center; margin-top: 10px;">SIGN DOCUMENT HERE</div>	

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 the state or country of which it is incorporated):

Additional director includes:

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

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SECRETARY OF STATE
CORPORATIONS DIV

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