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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

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SECRETARY OF STATE  
CORPORATIONS DIV  
2018 JUN 27 PM 1:52

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership 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 partnership is Bay Capital Fund III, L.P.  
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")  
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware  
and the date of its formation is June 15, 2018

3. The general character of the business it proposes to transact in Rhode Island is:  
Investment in securities

4. The name and address of the agent for service of process is Gregory F. Mulligan  
(Name of Agent)  
One Turks Head Place, Suite 1492 Providence, RI 02903  
(Street Address, not P.O. Box) (City/Town) (Zip Code)

5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.

6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:  
One Turks Head Place, Suite 1492, Providence, Rhode Island 02903

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7. The name and business address of each general partner is:

| <u>General Partner</u>          | <u>Business Address</u>  |
|---------------------------------|--|
| Bay Capital Partners III, L.L.C | One Turks Head Place, Suite 1492, Providence, Rhode Island 02903 |
| _____                           | _____  |
| _____                           | _____  |
| _____                           | _____  |
| _____                           | _____  |
| _____                           | _____  |

8 The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

\_\_\_\_\_  
\_\_\_\_\_

9. A mailing address for the foreign limited partnership is One Turks Head Place, Suite 1492, Providence, Rhode Island 02903

\_\_\_\_\_

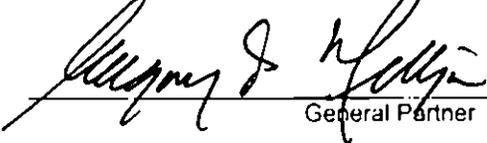
10 As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

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

Date 06/21/2018

Bay Capital Fund III, L.P.

Print Exact Name of Limited Partnership Making Application

By  \_\_\_\_\_  
General Partner

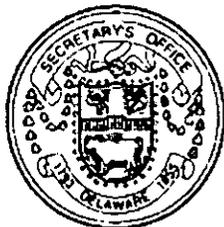
# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAY CAPITAL FUND III, L.P." 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 TWENTY-SIXTH DAY OF JUNE, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



  
Jeffrey W. Bullock, Secretary of State

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

Authentication: 202961487

Date: 06-26-18



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:

June 27, 2018 01:52 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea  
*Secretary of State*

