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

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Registration of Limited Liability Partnership

DOMESTIC Limited Liability Partnership

→ Filing Fee: $150.00

The undersigned, desiring to form, a new limited liability partnership under and by virtue of the powers conferred by RIGL 7-12-56, do execute the following Registration of Limited Liability Partnership:

1. The name of the limited liability partnership is:

Palumbo Ozone Fund LLP

2. The address of the principal office is:

Street Address: **117 Metro Center Boulevard, Suite 1007**

City/Town	State	Zip Code
Warwick	**Rhode Island**	**02886**

3. If the partnership's principal office is not located in Rhode Island, the name and address of the initial registered agent/ office in Rhode Island is:

Agent Name: **McLaughlinQuinn LLC**

Street Address (NOT a P.O. Box): **148 West River Street, Suite 1E**

City/Town	State	Zip Code
Providence	**RHODE ISLAND**	**02904**

4. The name and address of all resident partners is:

NAME	ADDRESS
Solar Real Estate Holdings II, LLC	**117 Metro Center Boulevard, Suite 1007, Warwick, RI 02886**
Optimates Co., LLC	**117 Metro Center Boulevard, Suite 1007, Warwick, RI 02886**

Check this box to indicate an attachment ☐

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 RED53

FORM 500 - Revised 02/2018

5. List the place where the business records of the partnership are maintained; or, if more than one location for business records is maintained, list the principal place of business of the partnership:

Street Address		
117 Metro Center Boulevard, Suite 1007		
City/Town **Warwick**	State **Rhode Island**	Zip Code **02886**

6. A brief statement of the business in which the partnership is engaged in:

This LLP is formed for the purpose of investing in Qualified Opportunity Zone Property (other than another Qualified Opportunity Fund), as such terms are defined in 26 U.S.C. Sec. 1400Z-1 and 1400Z-2 of the Internal Revenue of 1986, as amended, and the regulations and guidance promulgated thereunder.

7. This application has been executed by a majority in interest of the partners or by one (1) or more partners authorized to execute an application.

Under penalty of perjury, I/we declare and affirm that I/we have examined this Certificate of Limited Liability Partnership, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Partner	Date
Solar Real Estate Holdings II, LLC	7-31-19

Signature of Resident Partner

SIGN DOCUMENT HERE

Type or Print Name of Partner	Date
Optimates Co., LLC	7-31-19

Signature of Resident Partner

SIGN DOCUMENT HERE

Type or Print Name of Partner	Date

Signature of Resident Partner

SIGN DOCUMENT HERE

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

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:

January 31, 2019 10:31 AM

Nellie M. Gorbea
Secretary of State