



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

Registration of Limited Liability Partnership

DOMESTIC Limited Liability Partnership

→ Filing Fee: \$150.00

RECEIVED
 R.I. DEPT. OF STATE
 BUS SVCS DIV
 2020 MAR -5 P 3:15
 STAMP

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 Holdco LLP

2. The address of the principal office is:

Street Address

117 Metro Center Boulevard, Suite 1007

City/Town

Warwick

State

Rhode Island

Zip Code

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

Providence

State

RHODE ISLAND

Zip Code

02904

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

NAME

ADDRESS

Palumbo OZone Fund LLP

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

FILED

MAR 05 2020

BY Ch. 294DX

3/5

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 operating as a "qualified opportunity zone business" as defined in 26 U.S.C. Sec. 1400Z-2(d)(3) and 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

Palumbo OZone Fund LLP

Date

March 3, 2020

Signature of Resident Partner

SIGN DOCUMENT HERE

Type or Print Name of Partner

Optimates Co., LLC

Date

March 3, 2020

Signature of Resident Partner

SIGN DOCUMENT HERE

Type or Print Name of Partner

Date

Signature of Resident Partner

SIGN DOCUMENT HERE



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:

March 05, 2020 03:15 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

