



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

RECEIVED
R.I. DEPT. OF STATE
BUS SVCS DIV
2020 MAR 13 A 11:50

Application for Registration

FOREIGN Limited Liability Company

→ Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16-49, the undersigned foreign limited liability company 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 liability company is: <u>Defenders, LLC.</u> | | |
| Is this company organized in its state or country of formation as a low-profit limited liability company? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | | |
| The name, if different, under which it proposes to register and transact business in Rhode Island is: | | |
| 2. The LLC is organized under the laws of: <u>Indiana</u> | | |
| 3. The date of its organization is: <u>01/06/2020</u> | | |
| And the period of its duration is: CHECK ONE BOX ONLY | | |
| <input checked="" type="checkbox"/> Perpetual (on-going) | | |
| <input type="checkbox"/> Date certain for dissolution _____ | | |
| 4. The name and address of the resident agent/office in Rhode Island is: | | |
| Agent Name <u>Corporation Service Company</u> | | |
| Street Address (NOT a P.O. Box) <u>222 Jefferson Blvd, Ste 200</u> | | |
| City/Town <u>Warwick</u> | State <u>RHODE ISLAND</u> | Zip Code <u>02888</u> |
| 5. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: <u>Sales & installation of wireless residential security systems</u> | | |
| Check the box to indicate an attachment <input type="checkbox"/> | | |

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 13 2020

BY LMK066

FORM 450 Revised 11/2015

11:50

6. The RI Department of State is appointed the agent of the foreign limited liability company for service of process if, at any time, there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

7. The address of the office required to be maintained in the state or country of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company is:

3750 Priority Way S. Dr. Indianapolis, IN 46240

8. The mailing address for the limited liability company is:

3750 Priority Way S. Dr. Indianapolis, IN 46240

9. Management of the Limited Liability Company:

The Limited Liability Company is to be managed by: **CHECK ONLY ONE BOX**

☒ By its members (If you have checked this box, go to Section 9. (DO NOT fill out the chart below.)

☐ By one (1) or more managers (List managers below)

| MANAGER | ADDRESS |
|---------|---------|
| | |
| | |
| | |
| | |

10. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of filing.

11. Date when this application for Certificate of Registration will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

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

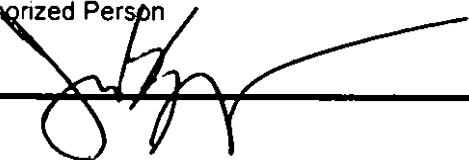
Type or Print Name of LLC

Defenders, LLC

Date

3-11-2020

Signature of Authorized Person



State of Indiana
Office of the Secretary of State

Certificate of Conversion
of

DEFENDERS, INC.

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Conversion of the above Domestic For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Code.

The name following said transaction will be:

DEFENDERS, LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, January 03, 2020.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, January 06, 2020

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

1998031492 / 8482867

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

State of Indiana
Office of the Secretary of State

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

DEFENDERS, LLC

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on March 18, 1998, and was in existence or authorized to transact business in the State of Indiana on February 12, 2020.

I further certify this Domestic Limited Liability Company has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution, or expiration has been filed or taken place. All fees, taxes, interest, and penalties owed to Indiana by the domestic or foreign entity and collected by the Secretary of State have been paid.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 12, 2020

Connie Lawson

CONNIE LAWSON
SECRETARY OF STATE

1998031492 / 20201308203

All certificates should be validated here: <https://bsd.sos.in.gov/ValidateCertificate>

Expires on March 13, 2020.

RECEIVED
R.I. DEPT. OF STATE
BUS SVCS DIV

2020 FEB 18 A 10:10

Approved and Filed
1998031492/8482867
Filing Date: 01/06/2020
Effective: 01/03/2020 11:50
CONNIE LAWSON
Indiana Secretary of State



**ARTICLES OF CONVERSION
DOMESTIC ENTITIES**
State Form 56356 (R4 / 6-18)

Indiana Code 23-0.5-4-49
23-0.6-4-6

FILING FEE: \$38.00

The undersigned, desiring to convert and entity's type of entity pursuant to the provisions of Indiana Code 23-0.6-4, executes the following Articles of Conversion.

ARTICLE I - NAME AND JURISDICTION OF ENTITY

SECTION 1: Name of the entity (The name must meet the requirements of Indiana Code 23-0.5-3-1.)

a. The name of the entity immediately before filing these Articles of Conversion
Defenders, Inc.

b. The name of the entity immediately after filing these Articles of Conversion
Defenders, LLC

SECTION 2: Entity type (Example: corporation, limited liability company, etc.)

a. The entity type of the entity immediately before filing these Articles of Conversion
Corporation

b. The entity type of the entity immediately after filing these Articles of Conversion
Limited Liability Company

SECTION 3: Jurisdiction

a. The jurisdiction of formation of the entity immediately before filing these Articles of Conversion
Indiana

b. The jurisdiction of formation of the entity immediately after filing these Articles of Conversion
Indiana

ARTICLE II - EFFECTIVE DATE

Effective date of the Articles of Conversion (month, day, year) (The effective date may not be more than ninety (90) days after the date the Articles of Conversion were filed.)
January 3, 2020

ARTICLE III - PUBLIC ORGANIC RECORD

Please complete either a. or b. below.

a. If, after the conversion becomes effective, the entity will become a domestic entity, please attach the entity's public organic record (defined in IC 23-0.5-1.5-33) as required by Indiana Code 23-0.6-4-5(b)(5) and designate it "Exhibit A." The public organic record should be the initial filing form (For example: Articles of Incorporation) for the domestic entity that will exist after these Articles of Conversion are filed.

b. If, after the conversion becomes effective, the entity will become a foreign entity, please provide an address and e-mail address to which the Secretary of State may send any process served on the Secretary of State under Indiana Code 23-0.5-4-6(e).

Number and street City State ZIP code

E-mail address

ARTICLE IV - REGISTERED AGENT INFORMATION

To determine if your Registered Agent is a Commercial Registered Agent (CRA), go to INBIZ.in.gov.

Provide either commercial registered agent or noncommercial registered agent information below.

☐ Commercial registered agent Name of registered agent (Do not provide address.)

OR

☒ Noncommercial registered agent Name of registered agent
Mark J. Colucci

Address (number and street) (A.P.O. Box is not acceptable unless accompanied by a Rural Route number.) City State ZIP code
3750 PRIORITY WAY SOUTH DRIVE INDIANAPOLIS IN 46240

(OPTIONAL) E-mail address of the registered agent at which the registered agent will accept electronic service of process

mjc@homedefenders.com

☒ By checking the box, the Signator(s) represent(s) that the Registered Agent named in these Articles of Conversion has consented to the appointment of Registered Agent.

IN SEC OF STATE RCVD
JAN 3 '20 AM 11:50

Approved and Filed
1998031492/8482867
Filing Date: 01/06/2020
Effective :01/03/2020 11:50
CONNIE LAWSON
Indiana Secretary of State

ARTICLE V - APPROVAL

This conversion was approved in accordance Indiana Code 23-0.6.

In Witness Whereof, the undersigned duly authorized representative of the entity executes these Articles of Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true, this 3rd day of January, 20 20.

Signature

Printed name

David P. Lindsey

Title

Chief Executive Officer

EXHIBIT A
**ARTICLES OF ORGANIZATION
OF
DEFENDERS, LLC**

Article I
Name

The name of the limited liability company shall be Defenders, LLC (the "Company"). The principal office address of the Company is 3750 Priority Way South Drive, Indianapolis, Indiana 46240.

Article II
Duration

The period of the Company's duration shall be perpetual unless sooner dissolved in accordance with the Indiana Business Flexibility Act (the "Act").

Article III
Purpose

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Indiana, including all powers and purposes now and hereafter permitted by law to a limited liability company.

Article IV
Registered Office and Registered Agent

The address of the registered office of the Company in Indiana is 3750 Priority Way South Drive, Indianapolis, Indiana 46240. The name of the registered agent of the Company at the above registered office is Mark Colucci. The email address for service of process is mjc@homedefenders.com. The registered agent named in these Articles of Organization has consented to the appointment as registered agent.

Article V
Management

The Company is to be managed by its members.

ARTICLE VI
Amendment of Articles

The Articles of Organization may be amended or restated by a vote of a majority-in-interest of the members.

ARTICLE VII
Indemnification of Members, Organizers and Managers

(A) To the greatest extent not inconsistent with the laws and public policies of Indiana, including the Act, the Company shall indemnify any Member, Organizer or Manager (any such Member, Organizer or Manager, who is a person, and any responsible officers, partners, shareholders, directors, or managers of such Member, Organizer or Manager which is an Entity, hereinafter being referred to as the indemnified "individual") made a party to any proceeding because such individual is or was a Member, Organizer, or Manager as a matter of right, against all liability incurred by such individual in connection with any proceeding; provided that it shall be determined in the specific case in accordance with paragraph (D) of this Article that indemnification of such individual is permissible in the circumstances because the individual has met the standard of conduct for indemnification set forth in paragraph (C) of this Article. The Company shall pay for or reimburse the reasonable expenses incurred by a Member, Organizer or Manager in connection with any such proceeding in advance of final disposition thereof if: (i) the individual furnishes the Company a written affirmation of the individual's good faith belief that he or she has met the standard of conduct for indemnification described in paragraph (C) of this Article; (ii) the individual furnishes the Company a written undertaking, executed personally or on such individual's behalf, to repay the advance if it is ultimately determined that such individual did not meet such standard of conduct; and (iii) a determination is made in accordance with paragraph (D) that based upon facts then known to those making the determination, indemnification would not be precluded under this Article. The undertaking described in sub-paragraph (A)(ii) above must be a general obligation of the individual, subject to such reasonable limitations as the Company may permit, but need not be secured and may be accepted without reference to financial ability to make repayment. The Company shall indemnify a Member, Organizer or Manager who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in paragraph (C) of this Article. Upon demand by a Member, Organizer or Manager for indemnification or advancement of expenses, as the case may be, the Company shall expeditiously determine whether the Member, Organizer or Manager is entitled thereto in accordance with this Article. The indemnification and advancement of expenses provided for under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

(B) The Company shall have the power, but not the obligation, to indemnify any individual who is or was an employee or agent of the Company to the same extent as if such individual was a Member, Organizer or Manager.

(C) Indemnification of an individual is permissible under this Article only if: (i) such individual conducted himself or herself in good faith; (ii) such individual reasonably believed that

his or her conduct was in or at least not opposed to the Company's best interest; and (iii) in the case of any criminal proceeding, such individual had no reasonable cause to believe his or her conduct was unlawful. Indemnification is not permissible against liability to the extent such liability is the result of negligence, willful misconduct, recklessness, or any improperly obtained financial or other benefit to which the individual was not legally entitled. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this paragraph (C).

(D) A determination as to whether indemnification or advancement of expenses is permissible shall be made by any one of the following procedures:

- (i) By the Members by a majority vote consisting of Members not at the time parties to the proceeding; or
- (ii) By special legal counsel selected by the Members in the manner prescribed in subparagraph (D)(i) above.

(E) A Member, Organizer or Manager of the Company who is a party to a proceeding may apply for indemnification from the Company to the court, if any, conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving notice the court considers necessary, may order indemnification if it determines:

- (i) In a proceeding in which the Member, Organizer or Manager is wholly successful, on the merits or otherwise, the Member, Organizer or Manager is entitled to indemnification under this Article, in which case the court shall order the Company to pay the individual his or her reasonable expenses incurred to obtain such court ordered indemnification; or
- (ii) The individual is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the individual met the standard of conduct set forth in paragraph (C) of this Article.

(F) Indemnification shall also be provided for an individual's conduct with respect to an employee benefit plan if the individual reasonably believed his or her conduct to be in the interests of the participants in and beneficiaries of the plan.

(G) Nothing contained in this Article shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was a Member, Organizer or Manager of the Company or is or was serving at the Company's request as a director, officer, partner, manager, trustee, employee, or agent of another foreign or domestic company, partnership, association, limited liability company, corporation, joint venture, trust, employee benefit plan, or other enterprise, whether for-profit or not. Nothing contained in this Article shall limit the ability of the Company to

otherwise indemnify or advance expenses to any individual. It is the intent of this Article to provide indemnification to Members, Organizers and Managers to the fullest extent now or hereafter permitted by the law consistent with the terms and conditions of this Article. Indemnification shall be provided in accordance with this Article irrespective of the nature of the legal or equitable theory upon which a claim is made including without limitation negligence, breach of duty, mismanagement, waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities law, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal law.

(H) For purposes of this Article:

(i) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.

(ii) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(iii) The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(iv) The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

(I) The Company may purchase and maintain insurance for its benefit, the benefit of any individual who is entitled to indemnification under this Article, or both, against any liability asserted against or incurred by such individual in any capacity or arising out of such individual's service with the Company, whether or not the Company would have the power to indemnify such individual against such liability.



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 13, 2020 11:50 AM

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

