



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

Application for Registration
FOREIGN Limited Liability Company

→ Filing Fee: \$150.00

RECEIVED
R.I. DEPT. OF STATE
BUS SVCS DIV
2020 DEC 22 P 12:10
FOR SECRETARY OF STATE
USE ONLY

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:		
Janus Solar Fund II LLC		
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: Cayman Islands		
3. The date of its organization is: 02/28/20		
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 Corporation Service Company		
Street Address (<u>NOT</u> a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888
5. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Own and operate solar photovoltaic systems.		
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

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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:

PO Box 309, Uglund House Grand Cayman, KY1-1104

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

230 Park Avenue, Suite 845 New York, NY 10169

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

Janus Solar Fund II LLC

Date

12/21/20

Signature of Authorized Person

Jan Kaw

MC-2861

Certificate of Good Standing

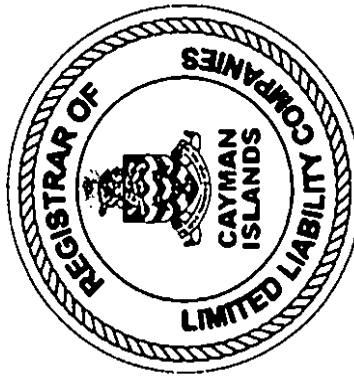
LIMITED LIABILITY COMPANY

I, **D. EVADNE EBANKS** Assistant Registrar of Limited Liability Companies in and for the Cayman Islands
DO HEREBY CERTIFY, that,

Janus Solar Fund II-LLC

a company registered in the Cayman Islands as a Limited Liability Company under the Cayman Islands Limited Liability Companies Law is at the date of this certificate in Good Standing with the office, and duly authorized to exercise all the powers vested in the company.

Given under my hand and Seal at George Town in the
Island of Grand Cayman this 18th day of December
Two Thousand Twenty



Assistant Registrar of Limited Liability Companies,
Cayman Islands



Onyx Janus Project Management Group, LLC
230 Park Avenue, Suite 845
New York, NY 10169

December 21, 2020

By: Electronic Delivery

Nellic M. Gorbea
Rhode Island Secretary of State
Business Services Division
148 W. River Street
Providence, RI 02904

RE: Consent to use of the name "Janus Solar Fund II LLC"

Dear Ms. Gorbea:

Onyx Janus Project Management Group, LLC is the General Partner and Manager of Janus Solar Fund L.P. ("Janus"). Janus, a Cayman Islands exempted limited partnership, is registered to do business in Rhode Island.

We are aware that Janus Solar Fund II LLC, a Cayman limited liability company, would like to register to do business in Rhode Island. As the name Janus Solar Fund II is not "distinguishable on the record," the registration requires the consent of Janus to operate under the name Janus Solar Fund II in Rhode Island. Please accept this writing as notification that Janus, through its General Partner, does hereby consent to the use of the name Janus Solar Fund II for registration with your office and to do business in Rhode Island.

Thank you,

Onyx Janus Project Management Group, LLC

A handwritten signature in black ink, appearing to read "Aaron Gold", written over a horizontal line.

Aaron Gold
Authorized Signatory

ONYX JANUS PROJECT MANAGEMENT GROUP, LLC
230 Park Avenue, Suite 845 New York, NY 10169
646.217.0713
www.onyxrenewables.com



State of Rhode Island

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,

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:

December 22, 2020 12:10 PM

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

Nellie M. Gorbea
Secretary of State

