State of Rhode Island
Department of State - Business Services Division

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Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: $310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:

RESOLUTE FEDERAL, INC.

2. It is incorporated under the laws of: Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island.

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is: 10/05/2021

And the period of its duration is: **CHECK ONE BOX ONLY**

[X] Perpetual (on-going)

[ ] Date certain for dissolution

5. The address of its principal office is:

298 W Messner Drive, Wheeling, IL 60090

6. The name and address of the initial registered agent/office in Rhode Island:

Agent Name
C T Corporation System

Street Address (NOT a P.O. Box)
450 Veterans Memorial Parkway, Suite 7A

City/Town	State	Zip Code
East Providence	RHODE ISLAND	02914

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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FORM 150 Revised: 08/2020

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

HVAC Rental and Sales

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS
James Keller	298 Messner Dr, Wheeling, IL 60090
Michael McGraw	298 Messner Dr, Wheeling, IL 60090
Trey Bivens	298 Messner Dr, Wheeling, IL 60090
Charlie Santos-Buch	298 Messner Dr, Wheeling, IL 60090

Check the box to indicate an attachment ☐

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Michael McGraw	298 Messner Dr, Wheeling, IL 60090
VICE PRESIDENT		
TREASURER	James Keller	298 Messner Dr, Wheeling, IL 60090
SECRETARY	James Keller	298 Messner Dr, Wheeling, IL 60090

Check the box to indicate an attachment ☐

9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
100	Common		$0.0100

10. An estimate, **as a percentage**, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *(Note: Percentage obtained from worksheet)*

0 %

11. An estimate, **as a percentage**, of the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. (*Note: Percentage obtained from worksheet)*

0 %

RI239 - 10/06/2020 C T Filing Manager Online

12. 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 this filing.
13. Date when the Certificate of Authority 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 Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Name of Authorized Officer	Date
Crystle Stevenson, Secretary	12/17/2021

Signature of Authorized Officer of the Corporation

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.

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT RESOLUTE FEDERAL, INC., a Corporation incorporated under the laws of the state of Delaware and the direct or indirect owner of the subsidiary entities shown on Schedule A attached hereto, does hereby appoint as attorneys-in-fact for the Corporation (the "Appointees") those individuals who are officers and/or employees of C T Corporation System ("CT") or its agents, (but only for so long as such individuals remain officers and/or employees of CT or an affiliate thereof), to act for the Corporation and in the Corporation's name for the limited purposes authorized herein

The Corporation, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to qualify the Corporation in any state, as directed and authorized by the Corporation.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, the Appointees shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the undersigned

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this December 10, 2021.

Resolute Federal, Inc.
A Delaware Corporation

By: _____
Name: James Keller
Title: CFO & Treasurer

State of <<State of Notary>>
County of <<County of Notary>>

On December 10, 2021 before me, the undersigned, a Notary Public in and for said State, personally appeared James Keller personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.

_____
<<Name of Notary>>, Notary Public

SYDNEY COPELAND
MY COMMISSION # HH 117488
EXPIRES: April 15, 2025
Bonded Thru Notary Public Underwriters

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESOLUTE FEDERAL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 2021.

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

Jeffrey W. Bullock, Secretary of State

6284134 8300

SR# 20214158442

Authentication: 205031962

Date: 12-20-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

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 21, 2021 12:55 PM

Nellie M. Gorbea
Secretary of State