



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: Air Company Holdings, 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: 8/14/2017 And the period of its duration is: CHECK ONE BOX ONLY ☒ Perpetual (on-going) Date certain for dissolution _____		
5. The address of its principal office is: 407 Johnson Avenue, Brooklyn, New York 11206		
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 East Providence State RHODE ISLAND Zip Code 02914		

MAIL TO:

Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2515
Phone: (401) 222-3940
Website: www.sos.ri.gov

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BY

FORM 15C - Revised 3/2023

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: The company will maintain one or more employees and lease personal property in the state of Rhode Island, operating a business involving carbon utilization technology.			
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	
	Gregory Constantine	407 Johnson Avenue, Brooklyn, New York 11206	
	Stafford Sheehan	407 Johnson Avenue, Brooklyn, New York 11206	
	Steven Jbara	407 Johnson Avenue, Brooklyn, New York 11206	
	Joshua Dienstag	407 Johnson Avenue, Brooklyn, New York 11206	
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	Stafford Sheehan	407 Johnson Avenue, Brooklyn, New York 11206
	VICE PRESIDENT		
	TREASURER		
	SECRETARY	Stafford Sheehan	407 Johnson Avenue, Brooklyn, New York 11206
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
30,000,000	Common		0.0001
2,692,165	Preferred	Series Seed	0.0001
2,682,021	Preferred	Series Seed-1	0.0001
235,264	Preferred	Series Seed-2	0.0001
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.) <u>0.22</u> %			
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.) <u>3.33</u> %			

12. This application must be accompanied by a <u>Certificate of Good Standing/Letter of Status</u> 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) _____	
14. 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
Stanford Sheehan	6/6/2023
Signature of Authorized Officer of the Corporation	
	

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.

FORM 150- Revised: 3/2023

**Application for Certificate of Authority by a Foreign Business Corporation
Additional Attachment**

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
Arthur Souritzidis	407 Johnson Avenue, Brooklyn, New York 11206

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
245,187	Preferred	Series Seed-3	0.0001
5,705,877	Preferred	Series A	0.0001

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIR COMPANY HOLDINGS, 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 SIXTH DAY OF JUNE, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIR COMPANY HOLDINGS, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF AUGUST, A.D. 2017.

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



6502086 8300

SR# 20232675946

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203490503

Date: 06-06-23



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

June 12, 2023 11:58 AM

A handwritten signature in black ink that reads "Gregg M. Amore". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Gregg M. Amore
Secretary of State

