

Division of Corporations

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F1200000936

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

SolarCity Corporation

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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12 MAR -1 AM 10:36
2012 MAR -1 AM 10:55
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Electronic Filing Menu

Corporate Filing Menu

J. Shivers
Help
MAR 02 2012

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SolarCity Corporation

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Phuong Phillips

Name of Person

SolarCity Corporation

Firm/Company

3055 Clearview Way

Address

San Mateo, CA 94402

City/State and Zip code

pphilips@solarcity.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marianne Stark Bradley

at (650) 813-7977

Name of Person

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SolarCity Corporation
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
Delaware SolarCity Corporation
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware
(State or country under the law of which it is incorporated)
3. 02-0781046
(FBI number, if applicable)
4. June 21, 2006
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 3055 Clearview Way, San Mateo, CA 94402
(Principal office address)
3055 Clearview Way, San Mateo, CA 94402
(Current mailing address)
8. Any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: C.T. Corporation System
Office Address: 1200 South Pine Island Road
Plantation Florida 33324
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
C.T. Corporation System

By:

Janet Gerkin
(Registered agent's signature)

Janet Gerkin
Special Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Elon MuskAddress: One Rocket Road, Hawthorne, CA 90520

Vice Chairman: _____

Address: _____

Director: Peter RiveAddress: 3055 Clearview Way, San Mateo, CA 94402Director: Lyndon RiveAddress: 3055 Clearview Way, San Mateo, CA 94402

B. OFFICERS

President: Lyndon RiveAddress: 3055 Clearview Way, San Mateo, CA 94402Vice President: Peter RiveAddress: 3055 Clearview Way, San Mateo, CA 94402Secretary: Seth R. WeissmanAddress: 3055 Clearview Way, San Mateo, CA 94402Treasurer: Robert D. KellyAddress: 3055 Clearview Way, San Mateo, CA 94402

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Seth R. Weissman

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA
SOLARCITY CORPORATION

Item 12. Names and business addresses of officers and/or directors:

A. DIRECTORS (Cont'd.)

Director: John H.N. Fisher
Address: 2882 Sand Hill Road, Suite 150, Menlo Park, CA 94025

Director: Hans A. Mehn
Address: One Vine Street, London W1J 0AH United Kingdom

Director: Nancy E. Pfund
Address: One Bush Street, 12th Floor, San Francisco, CA 94104

Director: J.B. Straubel
Address: 3500 Deer Creek Road, Palo Alto, CA 94070

Director: Antonio J. Gracias
Address: 200 South Michigan Ave., Suite 1020, Chicago, IL 60604

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOLARCITY CORPORATION" 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 TWENTY-NINTH DAY OF FEBRUARY, A.D. 2012.

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

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

FILED

2012 MAR -1 AM 10:55

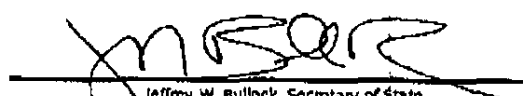
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9399640

DATE: 02-29-12