

F13000000670

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000100395 3)))



H140001003953ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : EMMANUEL SHEPPARD & CONDON
Account Number : 072720000035
Phone : (850) 433-6581
Fax Number : (850) 434-7163

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

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SYBAC SOLAR AG, CO.**

Certificate of Status	0
Certified Copy	0
Page Count	27
Estimated Charge	\$35.00

N/C

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED

14 APR 28 AM 11:15

FILED

14 APR 29 PM 4:41

RECEIVED
TALLAHASSEE, FLORIDA

04/29/14 Dc

APR-29-2014 TUE 01:49 PM
850-617-6381

FAX NO. 4336162
4/29/2014 10:28:34 AM PAGE 1/001 Fax Server

P. 03/05



April 29, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SYRAC SOLAR AG, CO.
NOTE HOHL 10, 56729 KEHRIG
RHEINLAND-PALATINATE, GERMANY, XX XX

SUBJECT: SYRAC SOLAR AG, CO.
REF: F13000000670

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE TRANSLATION FROM GERMAN INTO ENGLISH IS NOT LEGIBLE. PLEASE PROVIDE THIS OFFICE WITH A TRANSLATION IN ENGLISH THAT IS LEGIBLE AND PLAINLY STATES THAT THE NAME WAS CHANGED FROM THE OLD NAME TO THE NEW NAME. WE ARE UNABLE TO PROCESS THIS DOCUMENT WITHOUT THE OFFICIAL TRANSLATION TO ENGLISH AS HAND WRITTEN NOTES ON THE TRANSLATION IS NOT ACCEPTABLE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H14000100395
Letter Number: 914A00009048

RECEIVED
14 APR 29 PM 2:10
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

P.O. BOX 6327 - Tallahassee, Florida 32314

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW SINCE 1913

POST OFFICE DRAWER 1271
PENSACOLA, FLORIDA 32591-1271

JOHN H. ADAMS
ALAN B. BOOKMAN *
GERALD L. BROWN
SARAH K. CARPENTER
ERICK M. DRUCKA ***
PATRICK G. EMMANUEL, JR. *
ROBERT A. EMMANUEL **
GREGORY P. FAYARD
SALLY BUSSELL FOX *
VAN F. GIESKER
CHARLES P. HOSKIN
HOLLY V. JUMNOVOT
ANDREA C. LYONS

30 SOUTH SPRING STREET
PENSACOLA, FLORIDA 32502-5612
ESCLAW.COM PENSACOLALAWYER.COM
(850) 433-6581
TOLL FREE 1-800-433-6581
FAX (850) 434-5856

CRISTI A. MALONE
JOHN W. MONROE, JR. *
JOSEPH A. PASSERETTI
P. MICHAEL PATTERSON
WANDA W. RADCLIFFE
H. WESLEY REEDER **
T. SHANE ROWE
WARREN R. TODD
CECILY M. WELSH
CHARLES P. YOUNG **

PATRICK G. EMMANUEL, RETIRED
ALAN C. SHEPPARD, 1821 - 2014
A. G. CONDON, JR., 1834 - 2011

*BOARD CERTIFIED REAL ESTATE LAWYER **BOARD CERTIFIED CONSTRUCTION LAWYER ***BOARD CERTIFIED CIVIL TRIAL LAWYER

April 29, 2014

URGENT

VIA FACSIMILE-850-617-6380

Ms. Darlene Connell
Regulatory Specialist, II
Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32341

RE: Sybac Solar AG, Co.-name change to Sybac Solar, GmbH- Document #F13000000670
Name Registration Application
Fax Audit # H14000100395; Letter Number: 914A00009048

Dear Ms. Connell:

Pursuant to your correspondence of today's date, copy included, and our telephone conversation, I have enlarged the section of the transcript that refers to the name change in order for it to be more clearly read by you, and your supervisor. The applicable part reads as follows:

b)
In accordance with the resolution of the general meeting on September 24, 2013 following the change of legal form, the Company was transformed to Sybac Solar GmbH in formation, headquartered in Kehrigh (AG Koblenz 50 AR 644/13)

**note-the asterisk and handwritten notation were made by me to draw attention to the location of the needed information, and is not a part of the original translation.*

The records of the German equivalent to the Florida Secretary of State for a company name are "X'd" through when that company is no longer operating, or operating under that particular name. Henceforth, you have the transcript of Sybac Solar, GmbH with no X-out, showing it in good standing, and the records of Sybac Solar, AG being X'd-out showing it is no longer operated under that name. This is the German means of record keeping of the company name.

Ms. Darlene Connell
April 29, 2014
Page Two

Please refer to Florida Statutes §607.1503(3) which states as follows:

(3) A foreign corporation shall not be denied authority to transact business in this state by reason of the fact that the laws of the jurisdiction under which such corporation is organized governing its organization and internal affairs differ from the laws of this state.

As we are trying to complete this registration prior to the May 1st deadline to file the annual report, I kindly ask that you consider this information, and documentation, and to please let me know if there are other issues we need to address. My direct office number is 850-444-3841, or my electronic mail address is lcl@esclaw.com. Your time, consideration, and assistance with this matter are greatly appreciated.

Sincerely,


Lori Carpenter Landrum
Paralegal to Alan B. Bookman

Attachment(s)

H14000100395 3

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to Florida Statutes §607.1504 and §607.1506)

SECTION I

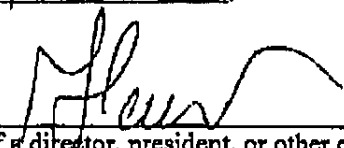
Florida document number F13000000670

1. Name of Corporation as it appears on the records of the Department of State is **SYBAC SOLAR AG, CO.**
2. The business is incorporated under the laws of the Country of **GERMANY.**
3. **SYBAC SOLAR AG, CO.** was authorized to do business in Florida on February 12, 2013.
4. The amendment changing the name of the corporation was effected under the laws of Germany on November 26, 2013.

Name of corporation after the amendment is **SYBAC SOLAR, GmbH**, and in order to comply with Florida Statutes §607.1506, by adding the suffix abbreviation "Co.", the name of the corporation to be registered with the Department is **SYBAC SOLAR, GmbH, CO.**

5. The Amendment does not change the period of duration.
6. The Amendment does not change the jurisdiction of incorporation.
7. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Dated: April 8, 2014.


(Signature of a director, president, or other officer -
If in the hands of a receiver or other court appointed
Fiduciary, by that Fiduciary)

ROLAND HEUSER
(Typed Name of Person Signing)

Chairman
(Title of Person Signing)

H14000100395 3

FILED
14 APR 29 PM 4:41

H14000100395 3



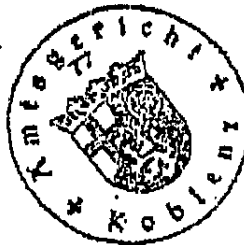
Amtsgericht Koblenz

HRB 23815

**Amtlicher chronologischer Ausdruck
vom 21. März 2014 11:28:51**

Der Ausdruck bezeugt den Inhalt des Handelsregisters.

Dabija
Dabija
Justizhauptsekretärin



H14000100395 3

H14000100395 3

Handelsregister B des Amtsgerichts Koblenz

Anfälliger Ausdruck
Abend vom 21.03.2014 11:28Nummer der
Seite 1 von 1

Nummer der Eintragung 9	a) Firma b) Sitz, Niederlassung, handelsrechtliche Geschäftsanschrift, angewandte Berufsbezeichnung, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital d)	e) Allgemeine Verkaufsangelegenheiten f) Vorstand, Liquidatoren, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnisse	Prokura	g) Rechtsform, Beginn, Setzung oder Gesellschaftsvertrag h) Sonstige Rechtsverhältnisse
1	2	3	4	5	6
1	a) Sybac Solar GmbH b) Kelling Geschäftsanschrift: Rode Heide 10, 56729 Kelling c) Gegenstand des Unternehmens ist die Projektierung, der Vertrieb und die Montage von Anlagen zur regenerativen Stromerzeugung wie z.B. Photovoltaik.	100.000,00 EUR	a) Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten. b) Geschäftsführer: Hanser, Roland, Struß, 09.03.1970 Einzelvertretungsberechtigt mit der Befugnis im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter aktiver Dritten Rechtsgeschäfte abzuschließen.		a) Gesellschaft mit beschränkter Haftung b) Entstanden durch Umwandlung im Wege des Formwechsels der Sybac Solar AG, Kelling (AG Koblenz, HRB 22856) nach Maßgabe des Beschlusses der Hauptversammlung vom 24.03.2013.

H14000100395 3

9 E - 38/14

H14000100395 3

Die Echtheit der Unterschrift der Justizhauptsekretärin Dabija
sowie die Echtheit der beigedruckten Dienststempel werden hiermit
bestätigt.

Zugleich wird bescheinigt, dass die Vorgenannte zur Vornahme
der Amtshandlung befugt war.

56068 Koblenz, 25. März 2014

Direktor des Amtsgerichts



Karl-Hans Fischer

H14000100395 3

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Land : Bundesrepublik Deutschland

Diese öffentliche Urkunde

2. ist unterschrieben von Direktor des Amtsgerichts Karl-Hans Fischer
3. in seiner Eigenschaft als Direktor des Amtsgerichts in Koblenz
4. sie ist versehen mit dem Stempel des Amtsgerichts

Bestätigt

5. in Koblenz 6. am 27. März 2014
7. durch die Präsidentin des Landgerichts
8. unter Nr. 910 a E - 548/14
9. Siegel

10. Unterschrift

Marliese Dicke
(Marliese Dicke)

Geschäftswert:
EUR 1.

Verwaltungsgebühr
Gemäß JVKostO
EUR 20,00

H14000100395 3



Certified translation from German into English, page 1 of 4

[Translator's note: This document comprises a cover sheet, a 1-page excerpt from the commercial register, official proof of authenticity, and an apostille. All pages are attached in the top left corner using black/red/gold-colored - sealing thread running through two punch holes, which is fixed in place on the last page by a white, embossed seal showing 'Landgericht Koblenz' i.e. Koblenz Regional Court.]



Koblenz¹ Local Court

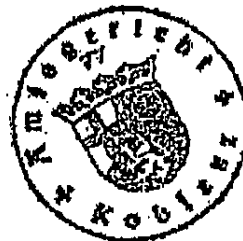
HRB² 23815

**Official copy in chronological order
Printed on March 21, 2014 at 11:28:51 a.m.**

This is a certified copy of the commercial register.

[Signature]

**Dabija
Senior Judicial Secretary**



[Official stamp showing 'Amtsgericht Koblenz' i.e. Koblenz Local Court]

¹ Translator's note: Germany

² Translator's note: HRB = Handelsregister B, i.e. Commercial Register B. This is a public register of companies for the German federal states.

H14000100395 3

Certified translation from German into English, page 2 of 4
[Translator's note: All towns mentioned are located in Germany.]

German: sec. 1 Page 1 of 1		
Original Copy		
Received March 21, 2014, 11:09 a.m.		
1	2	3
4	5	6
7	8	9
10	11	12
13	14	15
16	17	18
19	20	21
22	23	24
25	26	27
28	29	30
31	32	33
34	35	36
37	38	39
40	41	42
43	44	45
46	47	48
49	50	51
52	53	54
55	56	57
58	59	60
61	62	63
64	65	66
67	68	69
70	71	72
73	74	75
76	77	78
79	80	81
82	83	84
85	86	87
88	89	90
91	92	93
94	95	96
97	98	99
100	101	102
103	104	105
106	107	108
109	110	111
112	113	114
115	116	117
118	119	120
121	122	123
124	125	126
127	128	129
130	131	132
133	134	135
136	137	138
139	140	141
142	143	144
145	146	147
148	149	150
151	152	153
154	155	156
157	158	159
160	161	162
163	164	165
166	167	168
169	170	171
172	173	174
175	176	177
178	179	180
181	182	183
184	185	186
187	188	189
190	191	192
193	194	195
196	197	198
199	200	201
202	203	204
205	206	207
208	209	210
211	212	213
214	215	216
217	218	219
220	221	222
223	224	225
226	227	228
229	230	231
232	233	234
235	236	237
238	239	240
241	242	243
244	245	246
247	248	249
250	251	252
253	254	255
256	257	258
259	260	261
262	263	264
265	266	267
268	269	270
271	272	273
274	275	276
277	278	279
280	281	282
283	284	285
286	287	288
289	290	291
292	293	294
295	296	297
298	299	300
301	302	303
304	305	306
307	308	309
310	311	312
313	314	315
316	317	318
319	320	321
322	323	324
325	326	327
328	329	330
331	332	333
334	335	336
337	338	339
340	341	342
343	344	345
346	347	348
349	350	351
352	353	354
355	356	357
358	359	360
361	362	363
364	365	366
367	368	369
370	371	372
373	374	375
376	377	378
379	380	381
382	383	384
385	386	387
388	389	390
391	392	393
394	395	396
397	398	399
400	401	402
403	404	405
406	407	408
409	410	411
412	413	414
415	416	417
418	419	420
421	422	423
424	425	426
427	428	429
430	431	432
433	434	435
436	437	438
439	440	441
442	443	444
445	446	447
448	449	450
451	452	453
454	455	456
457	458	459
460	461	462
463	464	465
466	467	468
469	470	471
472	473	474
475	476	477
478	479	480
481	482	483
484	485	486
487	488	489
490	491	492
493	494	495
496	497	498
499	500	501
502	503	504
505	506	507
508	509	510
511	512	513
514	515	516
517	518	519
520	521	522
523	524	525
526	527	528
529	530	531
532	533	534
535	536	537
538	539	540
541	542	543
544	545	546
547	548	549
550	551	552
553	554	555
556	557	558
559	560	561
562	563	564
565	566	567
568	569	570
571	572	573
574	575	576
577	578	579
580	581	582
583	584	585
586	587	588
589	590	591
592	593	594
595	596	597
598	599	600
601	602	603
604	605	606
607	608	609
610	611	612
613	614	615
616	617	618
619	620	621
622	623	624
625	626	627
628	629	630
631	632	633
634	635	636
637	638	639
640	641	642
643	644	645
646	647	648
649	650	651
652	653	654
655	656	657
658	659	660
661	662	663
664	665	666
667	668	669
670	671	672
673	674	675
676	677	678
679	680	681
682	683	684
685	686	687
688	689	690
691	692	693
694	695	696
697	698	699
700	701	702
703	704	705
706	707	708
709	710	711
712	713	714
715	716	717
718	719	720
721	722	723
724	725	726
727	728	729
730	731	732
733	734	735
736	737	738
739	740	741
742	743	744
745	746	747
748	749	750
751	752	753
754	755	756
757	758	759
760	761	762
763	764	765
766	767	768
769	770	771
772	773	774
775	776	777
778	779	780
781	782	783
784	785	786
787	788	789
790	791	792
793	794	795
796	797	798
799	800	801
802	803	804
805	806	807
808	809	810
811	812	813
814	815	816
817	818	819
820	821	822
823	824	825
826	827	828
829	830	831
832	833	834
835	836	837
838	839	840
841	842	843
844	845	846
847	848	849
850	851	852
853	854	855
856	857	858
859	860	861
862	863	864
865	866	867
868	869	870
871	872	873
874	875	876
877	878	879
880	881	882
883	884	885
886	887	888
889	890	891
892	893	894
895	896	897
898	899	900
901	902	903
904	905	906
907	908	909
910	911	912
913	914	915
916	917	918
919	920	921
922	923	924
925	926	927
928	929	930
931	932	933
934	935	936
937	938	939
940	941	942
943	944	945
946	947	948
949	950	951
952	953	954
955	956	957
958	959	960
961	962	963
964	965	966
967	968	969
970	971	972
973	974	975
976	977	978
979	980	981
982	983	984
985	986	987
988	989	990
991	992	993
994	995	996
997	998	999
1000	1001	1002

1. "Translator's name: 'P. 08'" refers to the unrecorded name of the translator (name of person) as required by the German Commercial Code (Handelsregister-Gesetz).
 2. "Translator's name: AG - A. G. (company name)" refers to the company name.
 3. "Translator's name: AG - A. G. (company name)" refers to the company name.

H14000100395 3

Certified translation from German into English, page 3 of 4

9 E - 38/14

[Official stamp showing 'Amtsgericht Koblenz' i.e. Koblenz Local Court]

This is to certify the authenticity of Senior Judicial Secretary Dabija's signature
as well as the authenticity of the official seals affixed to this present document.

This is further to certify that the aforementioned was authorized
to carry out this official act.

56068 Koblenz, March 25, 2014
Head of the Local Court

[Official stamp showing 'Amtsgericht Koblenz' i.e. Koblenz Local Court]

[Signature]
Karl-Hans Fischer

H14000100395 3

H14000100395 3

Certified translation from German into English, page 4 of 4

[Translator's note: This page contains a white, embossed seal showing "Landgericht Koblenz" i.e. Koblenz Regional Court, which holds the black/red/gold-colored sealing thread in place that attaches all pages.]

Transaction value:
EUR -/-

Administrative fee
in compliance with
the German Court
Fees Act
EUR 20.00

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Federal Republic of Germany

This public document

2. has been signed by Head of the Local Court, Karl-Hans Fischer

3. acting in the capacity of Head of the Koblenz Local Court

4. bears the stamp of the Local Court

Certified

5. at Koblenz

6. on the 27th of March 2014

7. by the President of the Regional Court

8. under No. 910 a E - 548/14

9. Seal

10. Signature

[Signature]

(Marliese Dicke)

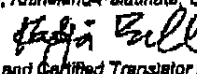
Katja Bell
Ermächtigte Übersetzerin

"Von dem Präsidenten des Oberlandesgerichts Koblenz
ermächtigte Übersetzerin der englischen Sprache
für gerichtliche Angelegenheiten in Rheinland-Pfalz"

www.babelion.com • info@babelion.com

I hereby certify that the above translation is accurate, complete, and in accordance with the original source document. I also confirm that I am a professional, certified translator and authorized by the Higher Regional Court in Koblenz, Rhineland-Palatinate, Germany. In the federal state of Rhineland-Palatinate, Germany, this court authorization is equivalent to being a sworn translator.

Kottenheim, Rhineland-Palatinate, Germany, April 17, 2014

Katja Bell 
Authorized and Certified Translator for English

H14000100395 3



H14000100395 3

Certified translation from German into English, page 1 of 7

[Translator's note: This document comprises a cover sheet, a 4-page excerpt from the commercial register, official proof of authenticity, and an apostille. All pages are attached in the top left corner using black/red/gold-colored sealing thread running through two punch holes, which is fixed in place on the last page by a white, embossed seal showing 'Landgericht Koblenz' i.e. Koblenz Regional Court.]



Koblenz¹ Local Court

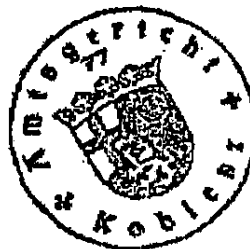
HRB² 22855

**Official copy in chronological order
Printed on March 21, 2014 at 11:28:50 a.m.**

**This is a certified copy of the commercial register.
This record is closed.**

[Signature]

**Dabija
Senior Judicial Secretary**



[Official stamp showing 'Amtsgericht Koblenz' i.e. Koblenz Local Court]

¹ Translator's note: Germany

² Translator's note: HRB = Handelsregister B, i.e. Commercial Register B. This is a public register of companies for the German federal states.

[Translator's note: This excerpt is crossed out on all pages. All towns mentioned are located in Germany.]

H14000100395 3

H14000100395 3

Certified translation from German into English, page 3 of 7

[Translator's note: This excerpt is crossed out on all pages. All towns mentioned are located in Germany.]

Company name		Registered office		Registered capital		Share capital or registered capital		General management of representation		General commercial power of representation (Prokura)		Legal form, start of business, address of partnership or corporation		Page 2 of 4	
Entry no.		1) Company name, address, authorized person, board of directors		2) Object of the company		3) Share capital or registered capital		4) General management of representation by (individuals named, managing director, managing director, authorized representative, and special power of representation)		5) General commercial power of representation (Prokura)		6) Legal form, start of business, address of partnership or corporation		Page 2 of 4	
1															
2															
3															
4															
5															
6															
7															

H14000100395 3

H14000100395 3

Certified translation from German into English, page 4 of 7

[Translator's note: This excerpt is crossed out on all pages. All towns mentioned are located in Germany.]

Commercial Register & Companies Court				Official Copy		Company no.:	
Registered March 11, 2014, 11:28 a.m.				General commercial power of representation (Prokura)		Page 1 of 1	
Entry no.	a) Company	b) Share capital	c) General framework of representation	d) General framework of representation	e) Legal form, start of business, articles of partnership or incorporation	f) Any other legal relations	g) Case no.
1	a) Company b) Corporate headquarters, subsidiary, registered domestic address, seat or head person, branch offices c) Object of the company	Share capital registered capital	General framework of representation b) Descriptive board, managing board, executive director, general partner, managing director, authorized representatives, and special power of representation	General framework of representation (Prokura)	Legal form, start of business, articles of partnership or incorporation	Any other legal relations	Case 46
2	Sybac Software AG				on Jan 28, 2012 and for transfer of equity to the shareholders on Jan 28, 2012, registered by the court of the district of the city of Cologne, HRB 228621.		Case 46
3					The general power of representation was changed in Article 1 of the Charter and with it in the transformation of the company.		Case 49
4							Case 49
5							Case 49
6							Case 49
7							Case 49
8							Case 49
9							Case 49
10							Case 49

* NAME CHANGE
FROM SYBAC SOFTWARE AG
TO SYBAC SOFTWARE GMBH

* Translator's note: AG = Aktiengesellschaft (Joint Stock Company)

H14000100395 3

Official Copy
Retrieved March 21, 2014, 11:28 a.m.

Company no:
Page 3 of 4

Registered capital	a) General framework of representation b) Executive board, managing body, executive directors, general partners, managing directors, authorized representatives, and special power of representation	General commercial power of representation (Prokura)	a) Legal form, start of business, articles of partnership or incorporation b) Any other legal relations	(illegible)
3	4	5	6	7
			on Jun 29, 2012 and the transferring entity's stockholders' meeting on Jun 29, 2012, merged (merger by absorption) with Sybac Solar Projekt GmbH, headquartered in Sinzig (AG ¹ Koblenz, HRB 22062).	b) Case #6
			a) The general meeting on Dec 4, 2012 has decided on a change in Article 1 Item 1 in the Charter and with it on the transformation of the Company.	a) Dec 12, 2012 Wildenberg b) Case #9
	b) <u>After amendment of the special power of representation, still an Executive Board member:</u> <u>Feist, Ferry, Remagen, Dec 20, 1970</u> <u>sole power of representation with the authority to conclude legal transactions with himself as a legal representative of a third party on behalf of the Company.</u> <u>No longer Executive Board member:</u> <u>Tarlach, Stephan Johannes</u> <u>Heinrich, Hanstedt, *Jul 6, 1968</u>			a) Jun 11, 2013 O. Georg b) Case #10
		*	b) In accordance with the resolution of the general meeting on Sep 24, 2013 following the change of legal form, the Company was transformed to Sybac Solar GmbH-In-formation, headquartered in Kehrigh (AG ¹ Koblenz, 50 AR 644/13).	a) Nov 25, 2013 O. Georg b) Case #11

* NAME CHANGE
FROM SYBAC SOLAR AG
TO SYBAC SOLAR GmbH

Translator's note: This excerpt is crossed out on all pages. All rows mentioned are located in Germany.

H14000100395 3

Commercial Register B, Koblenz Local Court

Official Copy
Retrieved March 21, 2014, 11:28 a.m.

Entry no.	a) Company b) Corporate headquarters, subsidiary, registered domestic address, authorized person, branch offices c) Object of the company	Share capital or registered capital	a) General framework of representation b) Executive board, managing body, executive directors, general partners, managing directors, authorized representatives, and special power of representation	General commercial power of representation [Prärogative]	a) Legal form, start of business, articles of partnership or incorporation. b) Any other legal relations
1		3		5	6
8	a) Sylac Solz AG				on Jun 29, 2012 end of the transferring entity's stockholders' meeting on Jun 29, 2012, merged (merger by absorption) with Sylac Solz Projekt GmbH, headquartered in Sinszig (MS number, HRB 22062).
9			b) After amendment of the special power of representation, Sylac Executive Board members: Felix Fenne, Managing Director, 1970 sole power of representation with the authority to conclude legal transactions with himself on a legal and signature of a third party on behalf of the Company. Managing Executive Board member: Tobias Sebastian Jahnke Heinrich Heintze, 1946, 1978		a) The general meeting on Dec. 4, 2012 has decided on a change in Article 1 Item 1 in the Charter and with it on the transformation of the Company.
10				*	b) In accordance with the resolution of the general meeting on Sep 24, 2013 following the change of legal form, the

H14000100395 3

Certified translation from German into English, page 5 of 7

[Translator's note: This excerpt is crossed out on all pages. All towns mentioned are located in Germany.]

Commercial Register & Companies' Court			Official Copy Received March 21, 2013, 11:29 a.m.		Company no. Page 4 of 4	
Register	a) Company b) Corporate headquarters, registered domestic office, authorized person, branch office c) Office of the managing director	Share capital or registered capital	d) General management of the corporation e) Executive board, managing board, supervisory board, general partner, managing director, authorized representatives, and special power of representation	e) Capital commercial general representation (partners)	f) Legal form, first of all, facts, change of partnership or incorporation by any other legal relation	g) Legal form, first of all, facts, change of partnership or incorporation by any other legal relation
3		3		5	6	7
11			b) Managing Director: [Name], born [Date], Doc. 10. 3370		The change of legal form becomes effective only upon filing note of the entry in its legal form.	2) Nov 28, 2013 to 2. 2. 2014 b) Case 433
12				*	The change of legal form becomes effective on Nov 26, 2013 upon taking note of the entry with new legal form - 3/4 for 9/4 for GmbH in [Name] (GmbH) [Name], [Name] (GmbH).	3) Oct 7, 2013 to 2. 2. 2014 b) Case 433

H14000100395 3

H14000100395 3

Certified translation from German into English, page 6 of 7

9 E - 38/14

[Official stamp showing 'Amtsgericht Koblenz' i.e. Koblenz Local Court]

This is to certify the authenticity of Senior Judicial Secretary Dabija's signature
as well as the authenticity of the official seals affixed to this present document.

This is further to certify that the aforementioned was authorized
to carry out this official act.

56068 Koblenz, March 25, 2014
Head of the Local Court

[Official stamp showing 'Amtsgericht Koblenz' i.e. Koblenz Local Court]

[Signature]
Karl-Hans Fischer

H14000100395 3

H14000100395 3

Certified translation from German into English, page 7 of 7

[Translator's note: This page contains a white, embossed seal showing 'Landgericht Koblenz' i.e. Koblenz Regional Court, which holds the black/red/gold-colored sealing thread in place that attaches all pages.]

Transaction value:
EUR -/-

Administrative fee
in compliance with
the German Court
Fees Act
EUR 20.00

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Federal Republic of Germany

This public document

2. has been signed by Head of the Local Court, Karl-Hans Fischer

3. acting in the capacity of Head of the Koblenz Local Court

4. bears the stamp of the Local Court

Certified

5. at Koblenz

6. on the 27th of March 2014

7. by the President of the Regional Court

8. under No. 910 a E - 547/14

9. Seal

10. Signature

[Signature]

(Marliese Dicke)

Katja Bell
Ermächtigte Übersetzerin

"Von dem Präsidenten des Oberlandesgerichts Koblenz
ermächtigte Übersetzerin der englischen Sprache
für gerichtliche Angelegenheiten in Rheinland-Pfalz"

www.babelion.com • info@babelion.com

I hereby certify that the above translation is accurate, complete, and in accordance with the original source document. I also confirm that I am a professional, certified translator and authorized by the Higher Regional Court in Koblenz, Rhineland-Palatinate, Germany. In the federal state of Rhineland-Palatinate, Germany, this court authorization is equivalent to being a sworn translator.

Kottenheim, Rhineland-Palatinate, Germany, April 17, 2014

Katja Bell

Authorized and Certified Translator for English

H14000100395 3

H14000100395 3



Amtsgericht Koblenz

HRB 22855

**Amtlicher chronologischer Ausdruck
vom 21. März 2014 11:28:50**

Der Ausdruck bezeugt den Inhalt des Handelsregisters.
Das Registerblatt ist geschlossen.

Dabija

Dabija
Justizhauptsekretärin



H14000100395 3

H14000100395 3

Handelsregister B des Amtsgerichts Koblenz

Amtlicher Ausdruck
Abruf vom 21.03.2014 11:28Nummer
Seite 1 von 4

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, betriebliche Geschäftsanschrift c) Gegenstand des Unternehmens	Grund- oder Stammkapital a)	a) Allgemeine Vertretungsorgane b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigter und besondere Vertretungsbevollmächtigte	Protokoll	a) Rechtsform, Beginn, Setzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	
1	2	3	4	5	6	7
1	a) <u>Sybat - Solar AG</u> b) <u>Koblenz</u> c) <u>Geschäftsanschrift:</u> <u>Rote Hohl 10, 55728 Koblenz</u>	50.000,00 EUR	a) <u>Ist nur ein Vorstandsmitglied bestellt, so</u> <u>vertritt es die Gesellschaft allein. Sind</u> <u>mehrere Vorstandsmitglieder bestellt, so</u> <u>wird die Gesellschaft durch zwei</u> <u>Vorstandsmitglieder oder durch ein</u> <u>Vorstandsmitglied gemeinsam mit einem</u> <u>Prokuristen vertreten.</u> b) <u>Vorstand:</u> <u>Hanser, Roland, Since, 09.03.1970</u> <u>Bürgerin, im Namen der Gesellschaft mit</u> <u>sich als Vertreter eines Dritten</u> <u>Rechtsgeschäfte abzuschließen</u>		a) <u>Aktiengesellschaft</u> <u>Setzung vom 12.08.2011</u> b) <u>Entstanden durch Umwandlung im Wege des</u> <u>Formwechsels der Sybat - Solar GmbH, Koblenz</u> <u>(Anteigerticht Koblenz, HRB 15474) nach Maßgabe</u> <u>des Beschlusses der Gesellschafterversammlung vom</u> <u>12.08.2011.</u>	a) <u>30.11.2011</u> <u>Sybat-Werb</u>
2			b) <u>stehvertretender Vorstandsvorsitzender:</u> <u>Watkins, Robert Frank, Koblenz,</u> <u>02.09.1965</u> <u>Einzelvertretungsberechtigt mit der</u> <u>Befugnis, im Namen der Gesellschaft mit</u> <u>sich als Vertreter eines Dritten</u> <u>Rechtsgeschäfte abzuschließen.</u> <u>Vorstandsmitglied:</u> <u>Taich, Stephan Johannes Heintich,</u> <u>Hansfeld, 05.07.1968</u> <u>mit der Befugnis, im Namen der</u> <u>Gesellschaft mit sich als Vertreter eines</u> <u>Dritten Rechtsgeschäfte abzuschließen.</u>			a) <u>28.12.2011</u> <u>Zell</u> b) <u>Fall 2</u>
			b)			a)

H14000100395 3

Amtlicher Ausdruck

Abruf vom 21.03.2014 11:28

Handelsregister B des Amtsgerichts Koblenz

Seite 2 von 2

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, inländische Geschäftsbezeichnung c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsbefugnung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsbefugnis und besonderes Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	
1	2	3	4	5	6	7
4		92.000,00 EUR	Vorstand: Friedr. Ferny Remagen, *30.12.1970 mit der Befugnis, im Namen der Gesellschaft mit sich als Vertreter einzusetzen. Dafin Rechtsgeschäfte abzuschließen.		a) Die am 28.06.2012 beschlossene Erhöhung des Grundkapitals um 42.000,00 EUR ist durchgeführt; §§ 3 (Höhe und Einteilung des Grundkapitals), 15 (Geschlussfassung) der Satzung ist geändert. b) Fall 3	25.01.2012 Zell b) Fall 3
5		100.000,00 EUR			a) Die Hauptversammlung vom 29.05.2012 hat die Erhöhung des Grundkapitals gegen Sacheinlage um 8.000,00 Euro beschlossen. Die am 25.08.2012 beschlossene Erhöhung des Grundkapitals gegen Sacheinlage um 8.000,00 EUR ist durchgeführt; § 3 der Satzung (Höhe und Einteilung des Grundkapitals) ist geändert. b) Fall 5	a) 17.08.2012 Lanzendorf b) Fall 5
6			b) Vorstandsbezeichnung geändert Vorstandsmitglieder: Heuser, Roland, Sindig, *09.03.1970 einzelvertretungsberechtigt mit der Befugnis, im Namen der Gesellschaft mit sich als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.			a) 30.08.2012 Lanzendorf b) Fall 7
7					b) Die Gesellschaft ist als übernehmender Rechtsträger nach Maßgabe des Verschmelzungsvertrages vom	a) 07.09.2012 Lanzendorf

H14000100395 3

H14000100395 3

H14000100395 3

Handelsregister B des Amtsgerichts Koblenz
 Amtlicher Ausdruck
 Abruf vom 21.03.2014 11:28

Seite 3 von 3
 Nr. 3

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, inländische Geschäftsbüro c) Gegenstand des Unternehmens	Grund- oder Stammkapital a)	Allgemeine Vertretungsangabe b) Vorstand, Lehrsorge, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsbefugnisse und besondere Vertretungsbefugnisse	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse
1	2	3	4	5	6
7					
8	a) Sybac Solar AG				28.06.2012 wurde der Zustimmungsbeschluss über Gesellschaftsversammlung vom 29.06.2012 und der Gesellschaftsversammlung des übertragenden Rechtsträgers vom 29.06.2012 mit der Sybac Solar Projekt GmbH mit Sitz in Sinzig (AG Koblenz, HRB 22062) verschrieben (Verschmelzung durch Aufnahme).
9					a) Die Hauptversammlung vom 04.12.2012 hat eine Änderung der Satzung in § 1 Ziffer 1 und mit ihr die Änderung der Firma beschlossen. b) Fall 9
10					a) 11.06.2013 O. Georg b) Fall 10
11					a) 25.11.2013 O. Georg b) Fall 11

H14000100395 3

H14000100395 3

Amflicher Ausdruck
Abruf vom 21.03.2014 11:28

Handelsregister B des Amtsgerichts Koblenz

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, händliche Geschäftsmitteilung c) Zweigstellenansetzungen d) Gegenstand des Unternehmens	Grund- oder Stammkapital a)	a) Adjungierte Vertretungsorgane b) Vorstand, Leitungsgremien, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besonders Vertretungsbefugte	Prokura	a) Rechtsform, Beginn, Setzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	
1	2	3	4	5	6	7
11			b) Nicht mehr Vorstand: Feist, Ferry, Sinda, 30.12.1970		Der Formwechsel wird erst wirksam mit der Eintragung des Rechtsträgers neuer Rechtsform.	a) 28.11.2013 Laubebach b) Fall 13
12					b) Der Formwechsel ist mit Eintragung des Rechtsträgers neuer Rechtsform - Sybac Solar GmbH in Kefrig (AG Koblenz, HRB 23815) am 26.11.2013 wirksam geworden. Das Registerblatt ist geschlossen.	a) 08.12.2013 Laubebach b) Fall 12

H14000100395 3

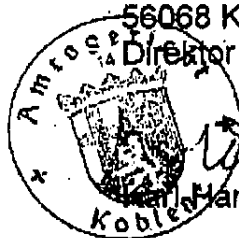
H140001003953

9 E - 38/14

Die Echtheit der Unterschrift der Justizhauptsekretärin Dabija sowie die Echtheit der beigedruckten Dienststempel werden hiermit bestätigt.

Zugleich wird bescheinigt, dass die Vorgenannte zur Vornahme der Amtshandlung befugt war.

56068 Koblenz, 25. März 2014
Direktor des Amtsgerichts



Karl Hans Fischer

H140001003953