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FILE



September 10, 2019

17-1861-EL-AGG

Melissa Scarberry
Utility Specialist II
Public Utility Commission of Ohio
180 East Broad Street
Columbus, Ohio 43215-3793

RE: Material Change Notification & Request

Dear Ms. Scarberry:

HomeADE, LLC d/b/a Zentility is hereby notifying you of a material change pursuant to attached paperwork. We are changing from an LLC to a C-Corp effective August 7, 2019. We are also requesting that residential customers are added as a class to our electric license.

If you have any questions regarding this information please email rpeusch@zentility.com

Sincerely,

Ryan Peusch
CEO

This is to certify that the images appearing are an accurate and complete reproduction of a case file document delivered in the regular course of business.
Technician mm Date Processed 09/10/19

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RECEIVED-SOCKETING DIV

THE NEW WAY TO TAKE CARE OF YOUR ENERGY

INFO@ZENTILITY.COM 443.710.1920

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Maryland.
- 2.) The jurisdiction immediately prior to filing this Certificate is Maryland.
- 3.) The date the Limited Liability Company first formed is April 24, 2014.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is HomeADE, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Zenility, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 7th day of August, A.D. 2019.

By: 

Name: Ryan Peusch

Print or Type

Title: Chief Executive Officer

Print or Type

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

First: The name of this Corporation is Zentility, Inc.

Second: Its registered office in the State of Delaware is to be located at 919 North Market Street, Suite 950, in the City of Wilmington, County of New Castle, Zip Code 19801.

The registered agent in charge thereof is Incorp Services, Inc.

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

Fourth: The total number of shares of all classes of stock that the Corporation has authority to issue is 30,000 consisting of (a) 27,000 shares of Common Stock, \$0.00001 per share ("Common Stock"), (b) 3,000 shares of Preferred Stock, \$0.00001 per share ("Preferred Stock"). The Preferred Stock may be issued from time to time in one or more series, each of such series to consist of such number of shares and to have such terms, rights, powers and preferences, and the qualifications and limitations with respect thereto, as stated or expressed herein.

A. COMMON STOCK

The following rights, powers privileges and restrictions, qualifications, and limitations apply to the Common Stock. There shall be two classes of Common Stock: Class A and Class B. The holders of the Class A Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and actions in lieu of meetings). Unless required by law, there shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by (in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of the Certificate) the affirmative vote of the holders of shares of capital stock of the Corporation representing a majority of the votes represented by all outstanding shares of capital stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law. The holders of the Class B Common Stock are not entitled to vote at any meetings of stockholders (or actions in lieu of meetings).

B. PREFERRED STOCK

The following rights, powers and privileges, and restrictions, qualifications and limitations, shall apply to the Preferred Stock. Holders of the Preferred Stock shall be

entitled to preferred dividends in the amount of four percent (4.0%) of their initial capital contributions annually prior to the first to occur of the following: (i) a Sale of the Corporation; or (ii) a liquidation of the Corporation (the earlier of (i) and (ii) being the "Preferred Payment Date"). Sale of the Corporation means (a) the sale of all of the issued and outstanding stock of the Corporation, (b) the sale of all or substantially all of the assets of the Corporation, or (c) the merger or consolidation of the Corporation with or into an entity in which the shareholders do not have Control immediately following such merger or consolidation. Control (including the terms "Controlled by" and "under Common Control with") means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of an entity (whether through the ownership of voting securities, by contract, as trustee or executor or otherwise). Without limiting the generality of the foregoing, control shall be deemed to exist upon the ownership of securities entitling the holder thereof to exercise more than 50% of the voting power in the election of directors of such entity (or other persons or body performing similar functions). Prior to the Corporation paying dividends to its common shareholders, the Corporation shall pay all accrued but unpaid preferred dividends to the preferred stockholders.

Fifth: The name and mailing address of the incorporator are as follows:

Name: Wayne M. Lee

Mailing address: 1750 Tysons Blvd., Suite 1500
McLean, VA 22102

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 7th day of August, A.D. 2019.

BY: Wayne M. Lee (Incorporator)

NAME: Wayne M. Lee