

Sacramento, California 95814

(916) 657-5448

### B20250004797

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### STATE OF CALIFORNIA Office of the Secretary of State STATEMENT AND DESIGNATION - OUT-OF-STATE NONPROFIT CORPORATION California Secretary of State 1500 11th Street

-FILED-

File No.: B20250004797 Date Filed: 2/28/2025

Corporation Name			
Corporation Name	Open Energy Transition gGmbH		
Jurisdiction			
This Corporation is Originally Formed in	Germany		
Street Address of Principal Office of Corporation			
Principal Address	Germany KOENIGSALLE 52		
	BAYREUTH, BAVARIA 95448		
Mailing Address of Corporation			
Mailing Address	Germany		
	KOENIGSALLE 52 BAYREUTH, BAVARIA 95448		
Attention			
Street Address of California Office of Corporation			
Street Address of California Office	151 8TH AVE CA		
	SAN FRANCISCO, CA 94118		
Agent for Service of Process			
Agent Name			
Agent Address	151 8TH AVE CA SAN FRANCISCO, CA 94118		
Consent to Service of Process			
The corporation irrevocably consents to service of process directed to the corporation upon the agent designated and			
to service of process on the Secretary of State if the agent designated or the agent's successor is no longer authorized to act or cannot be found at the address given.			
Consent under this paragraph extends to service of process	directed to the out-of-state corporation's agent in this		
state for a search warrant issued pursuant to California Penal Code section 1524.2, or for any other validly issued and			
properly served search warrant, for records or documents the			
and are located inside or outside of this state. This shall apply to a out-of-state corporation that is a party or a nonparty to the matter for which the search warrant is sought. "Properly served" means delivered by hand, or in a			
manner reasonably allowing for proof of delivery if delivered by United States mail, overnight delivery service, or			
	facsimile to a person or entity listed in California Corporations Code section 2110, or any other means specified by the		
out-of-state corporation, including, but not limited to, email or submission via an Internet Web portal that the out-of- state corporation has designated for the purpose of service of process.			
Electronic Signature			
I am a corporate officer and am authorized to sign on beha	alf of the corporation.		
Maximilian Parzen	02/28/2025		
Signature	Date		



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Ref #: 192603

### **Certification of Translation Accuracy**

### Translation of **Document** from **German** to **English (UK)**

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A copy of the translation, and original files presented, are attached to this certification.

For: Translayte Tayo Ademolu, Managing Director Dated: 28/02/2025





Commercial Register B of the District Court of Bayreuth	Section B Current Contents of Register Accessed on 27.02.2025 at 19.00	Company Number HRB 7934
	Page 1 of 2	

1. Number of previous entries:

2

2. a) Business name:

Open Energy Transition GmbH

b) Registered Office, Branch, Domestic Business Address, Authorized Recipient, Representations:

Bayreuth Business address: Königsallee 52, 95448 Bayreuth

#### c) Business Objects:

The Company pursues exclusively objectives of a directly charitable nature within the meaning of the section "Tax-Privileged Purposes" in the Tax Code. The Company acts in a selfless manner and does not primarily pursue its own financial aims. The Company's funds may be used solely for the purposes stated in the Articles of Association. No one may derive benefits from expenditures that are alien to the Company's business objects or from unreasonably high remuneration.

The Company's purpose is to promote:

- Science and Research (§52 par. 2 No. 1 Tax Code),
- Environmental and Climate Protection (§52 par. 2 No. 2 Tax Code), and
- Developmental Cooperation (§52 par. 2 No. 15 Tax Code),

The Company may undertake all actions that suit at least one of its business objects.

#### 3. Equity or Share Capital:

EUR 25,001.00

#### 4. a) Rules on General Representation:

If only one Director has been appointed, he represents the Company solely. If several Directors have been appointed, the Company is represented by two Directors or by one Director together with a Commercial Proxy.

b) Management Board, Governing Body, Managing Directors, Personally Liable Directors, Directors, Authorized Representatives and Special Powers of Representation:

Possessing sole power of representation with the authority to conclude legal business on behalf of the company in his own name or as representative of a third party: Managing Director: Parzen, Maximilian, Bayreuth, \*08.08.1993

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BDXL Ltd. (No. 7496682). VAT No. 119597575. Registered Office: 20 - 22 Wenlock St. London. N1 7GU. United Kingdom. ΠΠ

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Commercial Register B of the District Court of Bayreuth	Section B Current Contents of Register Accessed on 27.02.2025 at 19.00	Company Number HRB 7934
	Page 2 of 2	

#### 5. Commercial Proxies:

6. a) Legal Form, Incorporation, Statute or Articles of Association:

Limited liability company Articles of Association of 11.04.2023 Last amended by a resolution of 29.08.2023

b Other Legal Relationships:

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7 a) Date of Latest Entry:

31.08.2023



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3481-5207 02/28/2025

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Handelsregister B des Amtsgerichts Bayreuth	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 27.02.2025 19:00	Nummer der Firma: HRB 7934
	Seite 1 von 2	

### 1. Anzahl der bisherigen Eintragungen:

2

2. a) Firma:

Open Energy Transition GmbH

b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

Bayreuth Geschäftsanschrift: Königsallee 52, 95448 Bayreuth

### c) Gegenstand des Unternehmens:

Die Gesellschaft verfolgt ausschließlich und unmittelbar gemeinnützige Zwecke im Sinne des Abschnitts "Steuerbegünstigte Zwecke" der Abgabenordnung. Die Gesellschaft ist selbstlos tätig und verfolgt nicht in erster Linie elgenwirtschaftliche Zwecke. Die Mittel der Gesellschaft dürfen nur für die satzungsmäßigen Zwecke verwendet werden. Keine Person darf durch Ausgaben, die dem Zweck der Gesellschaft fremd sind, oder durch unverhältnismäßig hohe Vergütungen begünstigt werden.

Zweck der Gesellschaft ist die Förderung:

- von Wissenschaft und Forschung (§ 52 Abs. 2 Nr. 1 AO),

- des Umweltschutzes und des Klimaschutzes (§ 52 Abs. 2 Nr. 8 AO) und

- der Entwicklungszusammenarbeit (§ 52 Abs. 2 Nr. 15 AO). Die Gesellschaft ist zu allen Handlungen berechtigt, die mindestens einem der Zwecke der Gesellschaft zu dienen geeignet sind.

3. Grund- oder Stammkapital:

25.001,00 EUR

### 4. a) Allgemeine Vertretungsregelung:

Ist nur ein Seschäftsführer 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) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

Einzelvertretungsberechtigt; mit der Befugnis, im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen: Geschäftsführer: Parzen, Maximilian, Bayreuth, \*08.08.1993

### 5. Prokura:

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Handelsregister B des Amtsgerichts Bayreuth	Abteilung B Wiedergabe des aktuellen Registerinhalts	Nummer der Firma: HRB 7934
	Abruf vom 27.02.2025 19:00	
	Seite 2 von 2	

### 6. a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:

Gesellschaft mit beschränkter Haftung Gesellschaftsvertrag vom 11.4.2023 Zuletzt geändert durch Beschluss vom 29.8.2023

### b) Sonstige Rechtsverhältnisse:

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### 7. a) Tag der letzten Eintragung:

31.08.2023

