

## Secretary of State

I, KIM WYMAN, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

### **CERTIFICATE OF FORMATION**

to

#### MI SERVERS, LLC

A WA LIMITED LIABILITY COMPANY, effective on the date indicated below.

Effective Date: 01/21/2021 UBI Number: 604 698 851 

CHURUS.

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

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Date Issued: 01/21/2021

FILED

Secretary of State State of Washington Date Filed: 01/21/2021

Effective Date: 01/21/2021 UBI No: 604 698 851

#### CERTIFICATE OF FORMATION

#### OF

#### MI SERVERS, LLC

The undersigned person, acting to form a limited liability company under RCW Chapter 25.15 adopts the following Certificate of Formation.

## ARTICLE I Name

The name of the limited liability company (the "Company") is MI Servers, LLC (the "Company").

#### ARTICLE II Registered Office

The address of the registered office of the Company is 701 Fifth Ave., Suite 2800; Seattle Washington 98104 and the name of the registered agent at such address is FALG Services, Inc.

## ARTICLE III Principal Place of Business

The address of the principal place of business of the Company is 701 Fifth Ave., Suite 2800; Seattle Washington 98104.

## ARTICLE IV Management

The Company shall be managed by its members.

## ARTICLE V Limited Liability Company Agreement

The internal affairs of the Company and the conduct of its business, to the extent not inconsistent with law, shall be regulated in accordance with a written limited liability company agreement executed by the members.

### ARTICLE VI Limitation of Liability

No manager or member of the Company shall be personally liable to the Company or its members for monetary damages for conduct as a manager or member performed in a manner reasonably believed by such manager or member to be within the scope of the authority granted to such manager or member and in the best interest of the Company; provided that such act or omission did not constitute fraud, intentional misconduct, bad faith, gross negligence, a knowing violation of law, or a violation of Section 25.15.235 of the Washington Limited Liability Company Act, or from which such manager or member personally received a benefit in money, property, or

CERTIFICATE OF FORMATION MI Servers, LLC PAGE 1 OF 3 services to which such manager or member is not legally entitled. Any amendment to or repeal of this Article VI shall not adversely affect any right or protection of a manager or member of the Company for or with respect to any acts or omissions of such manager or member occurring prior to such amendment or repeal.

## ARTICLE VII Indemnification

To the fullest extent permitted by applicable law, the managers, members and each partner, employee or agent thereof shall be entitled to indemnification from the Company for any loss, damage or claim incurred by such person by reason of any act or omission performed or omitted by such person in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of authority conferred on such person by the Company's Limited Liability Company Agreement, except that no person shall be entitled to be indemnified in respect of any loss, damage or claim incurred by such person by reason of gross negligence, bad faith or willful misconduct with respect to such act or omission. Any repeal or modification of any of the foregoing provisions of this Article VII shall not adversely affect any right or protection of a member, manager, or other person existing at the time of, or increase the liability of any such person with respect to any acts or omissions of such person occurring prior to such repeal or modification.

## ARTICLE VIII Person Executing the Certificate of Formation

The name and address of the person executing the Certificate of Formation is:

Name

Address

Dori V. Karjian, Esq.

Fifth Avenue Law Group, PLLC 701 Fifth Ave., Suite 2800 Seattle, WA 98104

This Certificate of Formation is hereby executed as of the 21st day of January 2021.

Dori Karjian

Dori V. Karjian, Organizer

CERTIFICATE OF FORMATION MI Servers, LLC PAGE 2 OF 3

## CONSENT TO APPOINTMENT AS REGISTERED AGENT (PURSUANT TO RCW 25.15.020)

FALG Services, Inc. hereby consents to serve as registered agent in the State of Washington for MI Servers, LLC. (the "Company"). The Agent understands that as agent for the Company, the Agent will be agent of the Company upon whom any process, notice, or demand required or permitted by law to be served upon the Company may be served, and that it will be the responsibility of the Agent to immediately notify the Office of the Secretary of State in the event of the Agent's resignation as agent or of a change in its address.

Dated as of the 21st day of January, 2021

FALG Services, Inc.

By:

George Bonini, Authorized Signatory

Registered Office Address: 701 Fifth Avenue, Suite 2800 Seattle, Washington 98104-7003



Congratulations:

Application. You may have completed this step already. The Business License You have completed the initial filing to create a new business entity. The next step in opening your new business is to complete a Business License Application can be completed online or downloaded at: http://www.bls.dor.wa.gov/

If you have any questions about the Business License Application, or would like a Business License Application package mailed to you, please call the Department of Revenue at 1-800-451-7985.

please contact the Corporations Division at 360-725-0377 or visit our website If you have questions about annual reports or registered agent requirements, at: http://www.sos.wa.gov/corps

OLYMPIA WA 98501-6918 106 5TH AVE SE CORPSMART

James M. Dolliver Building 801 Capitol Way South • PO Box 40234 Olympia, WA 98504-0234 Tel: 360.725.0377 www.sos.wa.gov/corps

# IMPORTANT

To keep your filing status active and avoid administrative dissolution, you must:

- File an Initial Report within 120 days of the date your corporation or limited liability company (LLC) was filed. The date of filing is stated on your certificate. Please go online to file your initial report at www.sos.wa.gov/ccfs
- date for the entity. The registered agent will be sent notice of the Annual Report requirement. It is the corporation or LLC's responsibility to file File an Annual Report each year before the anniversary of the filing he report on time even if no notice is received. 7
- must file a statement of change or designation of registered agent if there office address. Failure to file changes with the Corporations Division will Maintain a Registered Agent and registered office in this state. You result in misrouted mail, and possibly lead to administrative dissolution. are any changes in your registered agent, agent's address, or registered 3

If you have questions please contact our office at: corps@sos.wa.gov 360-725-0377, or visit our website www.sos.wa.gov/corps