

Casey A. Furey
100 West Broadway, Suite 250
P.O. Box 2798
Bismarck, ND 58502-2798
701.223.6585
cfurey@crowleyfleck.com

October 23, 2024

Via Electronic Mail & Hand Delivery

Mr. Steve Kahl
North Dakota Public Service Commission
600 E. Boulevard, Dept. 408
Bismarck, ND 58505-0480
ndpsc@nd.gov

**In re: Applied Digital Corporation
Expedited Request for Approval of Temporary Variance
for Construction Activities Pursuant to N.D.C.C. § 49-22-25
Our File No. 012755-000005**

Dear Mr. Kahl:

Enclosed for filing please find our Notice of Appearance and Applied Digital Corporation's Expedited Request for Approval of Temporary Variance for Construction Activities Pursuant to N.D.C.C. § 49-22-25 with accompanying Exhibits A-E.

Please feel free to contact me if you have any questions. Thank you.

Sincerely,



Casey A. Furey

CAF/lh
Enc.

cc: Todd Gale (via email)
Nick Phillips (via email)
Logan Caldwell (via email)

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF NORTH DAKOTA

Applied Digital Corporation
On-Site Emergency Backup Generation – Dickey County
N.D.C.C. § 49-22-25 Request

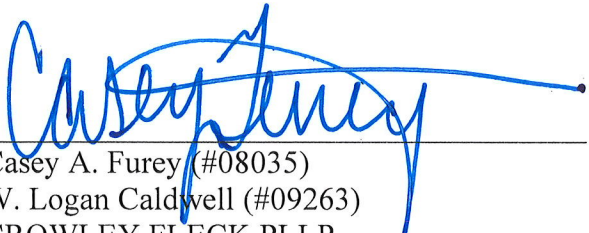
Case No. PU-24-____

NOTICE OF APPEARANCE

Notice is hereby given that Casey A. Furey and W. Logan Caldwell, Crowley Fleck PLLP, will be appearing in the above-entitled matter on behalf of Applied Digital Corporation. All correspondence, notices, pleadings, and other material relevant to this matter should be served upon the undersigned.

Dated this 23rd day of October, 2024.

By: _____


Casey A. Furey (#08035)
W. Logan Caldwell (#09263)
CROWLEY FLECK PLLP
Attorneys for Applied Digital Corporation
100 West Broadway Ave., Suite 250
P.O. Box 2798
Bismarck, North Dakota 58502-2798
Phone: (701) 223-6585
cfurey@crowleyfleck.com
lcaldwell@crowleyfleck.com

**BEFORE THE STATE OF NORTH DAKOTA
PUBLIC SERVICE COMMISSION**

**Applied Digital Corporation
On-Site Emergency Backup Generation – Dickey County
N.D.C.C. § 49-22-25 Request**

Case No. PU-24-___

**APPLIED DIGITAL CORPORATION’S
EXPEDITED REQUEST FOR APPROVAL OF TEMPORARY VARIANCE FOR
CONSTRUCTION ACTIVITIES PURSUANT TO N.D.C.C. § 49-22-25**

Pursuant to N.D.C.C. § 49-22-25, Applied Digital Corporation (“Applied Digital”), through its undersigned counsel, hereby submits this Expedited Request for Approval of Temporary Variance for Construction Activities seeking Commission approval for Applied Digital’s construction of a generator building which will house diesel operated engines to serve as a backup electrical generation source at an existing industrial site.

I. Background

Applied Digital is a corporation formed under the laws of Nevada with its principal office located at 3811 Turtle Creek Blvd., Suite 2100, Dallas, Texas 75219. Applied Digital is authorized to do business in the State of North Dakota and is in good standing with the North Dakota Secretary of State. Applied Digital’s corporate documents are included with this request as Exhibits A to C, and include:

- Exhibit A: Certificate of Incorporation, as amended, issued by Nevada Secretary of State;
- Exhibit B: Certificate of Good Standing issued by Nevada Secretary of State; and,
- Exhibit C: Certificate of Good Standing issued by North Dakota Secretary of State.

Applied Digital is engaged in the business of designing, developing, and operating next-generation datacenters across North America to provide digital infrastructure solutions to the rapidly growing high performance computing industry.

II. Description of Facility

Applied Digital is in the process of developing a large-scale data center in Ellendale, North Dakota. The facility is designed to house advanced computer systems and provide computational services for customers. The current phase of facility development is designed to support up to 100 megawatt (“MW”) of computer equipment and will have a total site load of 132 MW. It is critical that these facilities have constant and reliable power.

The data center’s primary source of power comes from a nearby 230 kV substation operated by Montana-Dakota Utilities Co. However, backup electrical generation is needed on-site to provide emergency standby power for the critical operations of the data center, which requires highly reliable sources of power. The potential for a power outage necessitates the need for construction of appropriate emergency backup generation. To provide the necessary emergency backup generation, Applied Digital proposes to construct an on-site electric energy conversion facility consisting of sixty 3 MW high-speed diesel engine generators to provide emergency standby power for the Ellendale data center (the “Project”). The nameplate capacity of the Project is anticipated to be approximately 180 MW. The Project meets the definition of an “electric energy conversion facility” under N.D.C.C. § 49-22-03(5)(b), because the Project will have the ability to generate more than 50 MW of electricity once operational.

Project construction will include installation of foundation systems, pouring a concrete slab, and constructing the associated building to house the backup engine generators, which will measure approximately 271’ by 72’.

The Project site subject to this request is located in Township 129, Range 63, Section 4: E1/2 in Dickey County North Dakota (“Project Site”). The Project Site subject to this request specifically consists of the red outlined area located to the east of Building 1 on the map attached

hereto as Exhibit D. The Project Site has been disturbed by grading and infill to support the construction of the main data center building, which activities are non-jurisdictional to the Commission, and development of the site remains ongoing. The Project Site has been graded and is currently being used as a parking lot to support the data center's main construction activity. Because the Project Site has already been excavated, filled, and graded as part of the data center's non-jurisdictional construction activities, earth disturbing activities for construction of the Project that is jurisdictional to the Commission will be minimal and limited to digging and pouring the foundations, and erecting the building to house the backup engines.

As discussed in Section III, Applied Digital would like to begin construction of the Project prior to submission of a siting application. To utilize North Dakota's limited construction window, Applied Digital seeks to commence construction activities for the Project in September 2024, with future operations scheduled for November of 2025 after submission of a complete siting application and receipt of a Certificate of Site Compatibility.

III. Scope of Request

Applied Digital submits this request in compliance with the provisions of N.D.C.C. ch. 49-22. North Dakota law permits the temporary waiver of siting requirements upon Commission approval. Specifically,

[t]he commission may approve temporary operation of facilities or a temporary variance from approved construction, operation, or maintenance of facilities upon a showing of good cause and a utility certification that the activities will have no adverse impacts upon the welfare of the citizens of this state or the environment. The commission may issue a temporary approval or variance without the necessity of notice, publication, or public hearing. . . .

N.D.C.C. § 49-22-25. In accordance with the foregoing, Applied Digital respectfully requests the Commission issue a temporary variance to allow for the construction of the Project as proposed. Importantly, operation of the Project would only occur after filing a siting application with the

Commission and obtaining the necessary authorizations from the Commission to operate the Project.

While Applied Digital is requesting a temporary variance from siting to allow for construction of the Project, it expects a siting application to be completed and submitted to the Commission by August 2025. Applied Digital has retained Merjent, Inc. to assist in conducting site evaluation and preparing the siting application for the Project.

IV. Demonstration of Good Cause

Good cause exists for approval of Applied Digital's request. With the public becoming more and more concerned with the nature of where their data is being stored, having the ability to keep more of North Dakota's and the country's data stored locally provides more assurance and security to the general region and country as a whole. However, because Applied Digital's data center is completely dependent on having sufficient and critically reliable energy, the Project is of utmost importance in order to serve this important public good. Most notably, for the reasons explained below, construction of the Project is anticipated to have minimal adverse impact.

The Project is located on an active construction site and is not expected to have adverse impact on agriculture, local business, or otherwise appreciable impacts to the area. The Project is located in a rural part of Dickey County approximately 2.7 miles Northwest of Ellendale. From the Project Site, the three closest residential buildings are located: 4,300 feet to the Southwest; 4,700 feet to the South; and 5,700 feet to the East-southeast. Because the Project is almost 3/4-mile from the nearest residence, construction of the Project is anticipated to result in negligible adverse impacts. Furthermore, there will be no impact to the underlying landowner of the Project Site as it is owned by Applied Digital.

In accordance with N.D.C.C. § 49-22-25, a certification in support of this request is attached hereto as Exhibit E. The Project is not anticipated to adversely affect the environment or

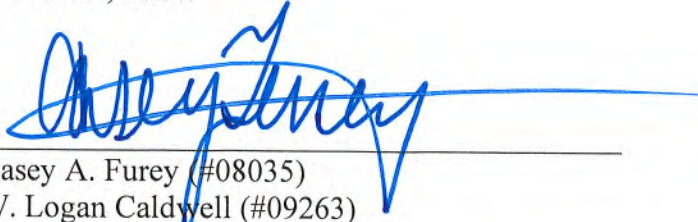
the citizens of North Dakota. Construction of the Project is essentially comprised of a building, which will house the generators, located on a previously disturbed area for construction of the data center. Activities for the Project's construction are minor in nature and include installation of primarily above-ground infrastructure. Furthermore, once operational, the Project is anticipated to operate only as a backup generation source in the event of a critical outage to the data center's primary energy source.

As mentioned above, Applied Digital has retained Merjent, Inc. as an environmental consultant to evaluate and study the proposed Project Site and draft a siting application pursuant to the Commission's siting criteria and applicable regulations and rules set forth in N.D.C.C. ch. 49-22 and N.D. Admin. Code art. 69-06. Applied Digital will diligently work with its consultant to complete the necessary studies, surveys, and agency consultations to submit a siting application in a timely and expeditious manner. Applied Digital is also currently working to obtain a minor source air permit for the Project from the North Dakota Department of Environmental Quality. The Commission's interim approval is requested in advance of the Applied Digital's forthcoming siting application, which is currently underway. As previously explained, Applied Digital will submit a siting application in advance of the Project's operation.

V. Conclusion

For the reasons set forth herein, approval of Applied Digital's request is warranted. Therefore, Applied Digital respectfully requests the Commission: 1) Grant this Expedited Request for Approval of Temporary Variance for Construction Activities authorizing construction of the Project as discussed herein, and 2) Grant any such other relief as the Commission deems just and proper.

Signed this 23rd day of October, 2024.

A handwritten signature in blue ink, appearing to read 'Casey A. Furey', is written over a horizontal line.

Casey A. Furey (#08035)
W. Logan Caldwell (#09263)
CROWLEY FLECK PLLP
Attorneys for Applied Digital Corporation
100 West Broadway Ave., Suite 250
P.O. Box 2798
Bismarck, North Dakota 58502-2798
Phone: (701) 223-6585
cfurey@crowleyfleck.com
lcaldwell@crowleyfleck.com

STATE OF NEVADA

FRANCISCO V. AGUILAR
Secretary of State



Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

DEPUTY BAKKED AHL
Deputy Secretary for
Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

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08/28/2024 13:33:53 PM

Work Order Number: W2024082801485 - 3894069
Reference Number: 20244284880
Through Date: 08/28/2024 13:33:53 PM
Corporate Name: Applied Digital Corporation

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State’s Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
2022275529	Amendment After Issuance of Stock - 11/14/2022	3



Respectfully,

FRANCISCO V. AGUILAR
Nevada Secretary of State

Certified By: Electronically Certified
Certificate Number: B202408284912731
You may verify this certificate
online at <https://www.nvsilverflume.gov/home>



Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C13283-2001
Secretary of State State Of Nevada	Filing Number 20222755529
	Filed On 11/14/2022 9:29:00 AM
	Number of Pages 3

DocuSign Envelope ID: 3B244D46-47FD-4894-846C-3739C242E86A



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="Applied Blockchain, Inc."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20011309405"/>
2. Restated or Amended and Restated Articles: (Select one) (If <u>amending and restating only</u> , complete section 1,2 3, 5 and 6)	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input type="text"/> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type.
3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: <input type="text" value="80.8%"/> <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <input type="text"/> Jurisdiction of formation: <input type="text"/> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) <input type="text"/> * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.

This form must be accompanied by appropriate fees.



BARBARA K. CEGAUSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional) Date: Time:
(must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)
Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)

(attach additional page(s) if necessary)

6. Signature: (Required)

X CFO and Treasurer
Signature of Officer or Authorized Signer Title

X _____
Signature of Officer or Authorized Signer Title

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
(attach additional page(s) if necessary)

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



OFFICE OF THE
SECRETARY OF STATE

*Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Name Reservation - Filing Acknowledgement

10/19/2022

Work Order Item Number: W2022101900468 - 2457475
Filing Number: 20222698990
Filing Type: Name Reservation
Filing Date/Time: 10/19/2022 09:18:47 AM
Filing Page(s): 1
Entity Number: E26989922022-2

Indexed Entity Information:

Name: Applied Digital Corporation **Reservation ID:** NR20221019-18633
Name Reservation Expiration Date : 01/17/2023

N/A

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Secretary of State

Page 1 of 1

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

FRANCISCO V. AGUILAR
Secretary of State

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
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DEPUTY BAKKED AHL
Deputy Secretary for
Commercial Recordings

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08/28/2024 13:33:53 PM

Work Order Number: W2024082801485 - 3894069
Reference Number: 20244284880
Through Date: 08/28/2024 13:33:53 PM
Corporate Name: Applied Digital Corporation

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20211336149	Amendment After Issuance of Stock - 03/25/2021	1



Certified By: Electronically Certified
Certificate Number: B202408284912734
You may verify this certificate
online at <https://www.nvsilverflume.gov/home>

Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number C13283-2001
Secretary of State State Of Nevada	Filing Number 20211336149
	Filed On 3/25/2021 2:30:00 PM
	Number of Pages 1

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Applied Science Products, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 1:

1. The amendment changes the Articles of Incorporation in order to amend Article 1 so as to reflect a change in the Corporation's name from Applied Science Products, Inc. to Applied Blockchain, Inc.

Article 3:

3. Authorized Stock: The number of authorized shares of common stock the Corporation has the authority to issue is 500,000,000 having a par value of \$0.01 per share.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is:

67%

4. Effective date and time of filing: (optional)

Date:

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
 Revised: 1-5-15

FRANCISCO V. AGUILAR
Secretary of State

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888

DEPUTY BAKKEDAHL
Deputy Secretary for
Commercial Recordings

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Work Order Number: W2024082801485 - 3894069
Reference Number: 20244284880
Through Date: 08/28/2024 13:33:53 PM
Corporate Name: Applied Digital Corporation

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20090752825-00	Amendment - 10/23/2009	1



Certified By: Electronically Certified
Certificate Number: B202408284912735
You may verify this certificate
online at <https://www.nvsilverflume.gov/home>


Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvaos.gov

Filed in the Office of	Business Number C13283-2001
	Filing Number 20090752825-00
Secretary of State	Filed On 10/23/2009
State Of Nevada	Number of Pages 1

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
 (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

FLIGHT SAFETY TECHNOLOGIES, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

In order to change the name of the Corporation, the FIRST Article of the Amended and Restated Articles of Incorporation is deleted and restated as follows: FIRST. The name of this Corporation is APPLIED SCIENCE PRODUCTS, INC.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 67.6%

4. Effective date of filing: (optional) _____

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 
 Signature of Officer Richard S. Rosenfeld, CFO

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
 This form must be accompanied by appropriate fees.

Nevada Secretary of State Amended Profit-After
 Revised: 3-6-08

FRANCISCO V. AGUILAR
Secretary of State

STATE OF NEVADA



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SECRETARY OF STATE**

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141

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DEPUTY BAKKEDAHL
Deputy Secretary for
Commercial Recordings

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08/28/2024 13:33:53 PM

Work Order Number: W2024082801485 - 3894069
Reference Number: 20244284880
Through Date: 08/28/2024 13:33:53 PM
Corporate Name: Applied Digital Corporation

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
C13283-2001-004	Amendment - 09/06/2002	1



Certified By: Electronically Certified
Certificate Number: B202408284912740
You may verify this certificate
online at <https://www.nvsilverflume.gov/home>

Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR
Nevada Secretary of State

(9/50)

FILED # C 13283-01

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REEL STAFF, INC.**

SEP 0 6 2002

IN THE OFFICE OF
[Signature]
DEAN HELLER, SECRETARY OF STATE

Pursuant to the provisions of NRS 78.385 and 78.390 Nevada Revised Statutes, this Nevada profit corporation adopts the following articles of amendment to its articles of incorporation:

- 1. Name of Corporation: REEL STAFF, INC.
- 2. The Articles have been amended as follows:

ARTICLE I

The name of this corporation is FLIGHT SAFETY TECHNOLOGIES, INC.

- 3. The vote by which the shareholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater portion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is 65.21%.
- 4. Signatures

Renée McCracken
RENEE MCCRACKEN, President & Secretary

September 1, 2002

STATE OF NEVADA

FRANCISCO V. AGUILAR
Secretary of State



Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141
North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
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Fax (702) 486-2888

DEPUTY BAKKED AHL
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SECRETARY OF STATE

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Work Order Number: W2024082801485 - 3894069
Reference Number: 20244284880
Through Date: 08/28/2024 13:33:53 PM
Corporate Name: Applied Digital Corporation

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Document Number	Description	Number of Pages
C13283-2001-001	Articles of Incorporation - 05/21/2001	9



Respectfully,

FRANCISCO V. AGUILAR
Nevada Secretary of State

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FILED # 013283-2001

MAY 21 2001

IN THE OFFICE OF
Dean Hill
DEAN HELLER SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
REEL STAFF, INC.**

I, the undersigned, for the purposes of incorporating and organizing a corporation pursuant to the General Corporation Law of the State of Nevada, do execute these Articles of Incorporation and do hereby certify as follows:

FIRST. The name of this corporation is Reel Staff, Inc.

SECOND. The address of this corporation's registered office in the State of Nevada is 502 East John Street, Carson City, Nevada 89706. The name of its resident agent at such address is CSC Services of Nevada, Inc.

THIRD. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the General Corporation Law of the State of Nevada.

FOURTH. The total number of shares of capital stock which this corporation shall have authority to issue is fifty five million (55,000,000) with a par value of \$.001 per share amounting to \$55,000.00. Fifty million (50,000,000) of those shares are Common Stock and five million (5,000,000) of those shares are Preferred Stock. Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, on any matter on which action of the stockholders of this corporation is sought. The holders of shares of Preferred Stock shall have no right to vote such shares, except (i) determined by the Board of Directors of this corporation in accordance with the provisions of Section (3) of ARTICLE FIFTH of these Articles of Incorporation, or (ii) as otherwise provided by the Nevada General Corporation Law, as amended from time to time.

FIFTH. The Board of Directors of this corporation shall be, and hereby is, authorized and empowered, subject to limitations prescribed by law and the provisions of the Article FOURTH of these Articles of Incorporation, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Nevada, to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of each such series. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

(1) The number of shares constituting such series and the distinctive designation of such series;

(2) The dividend rate on the shares of such series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such series;

(3) Whether such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(4) Whether such series shall have conversion privileges, and, if so, the terms and conditions of such conversion privileges, including provision for adjustment of the conversion rate, in such events as the Board of Directors shall determine;

(5) Whether or not the shares of such series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which those shares shall be redeemable, and the amount per share payable in the event of redemption, which amount may vary in different circumstances and at different redemption dates;

(6) Whether that series shall have a sinking fund for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund;

(7) The rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of this corporation, and the relative rights of priority, if any, of payment of shares of such series; and

(8) Any other relative rights, preferences and limitations of such series.

Dividends on issued and outstanding shares of Preferred Stock shall be paid or declared and set apart for payment prior to any dividends shall be paid or declared and set apart for payment on the shares of Common Stock with respect to the same dividend period.

If, upon any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the assets of this corporation available for distribution to holders of shares of Preferred Stock of all series shall be insufficient to pay such holders the full and complete preferential amount to which such holders are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts, including unpaid cumulative dividends, if any, payable with respect thereto.

SIXTH. The incorporator of this corporation is Michael Muellerleile, whose

mailing address is 1301 Dove Street, Suite 460, Newport Beach, California 92660. The powers of the incorporator are to terminate upon the filing of these Articles of Incorporation.

SEVENTH. No director or officer of this corporation shall have any personal liability to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this Article Seventh shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of the Nevada General Corporation Law. Any repeal or modification of this article by the stockholders of this corporation shall not adversely affect any right or protection of any director of this corporation existing at the time of such repeal or modification.

EIGHTH. This corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision specified in these Articles of Incorporation, and other provisions authorized by the laws of the State of Nevada at any such time then in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this article.

NINTH. Capital stock issued by this corporation after the amount of the subscription price or par value therefor has been paid in full shall not be subject to pay debts of this corporation, and no capital stock issued by this corporation and for which payment has been made shall ever be assessable or assessed.

TENTH. (a) The affairs of this corporation shall be governed by a Board of Directors of not more than fifteen (15) persons nor less than one (1) person, as determined from time to time by vote of a majority of the Board of Directors of this corporation; provided, however, that the number of directors shall not be reduced so as to reduce the term of any director at the time in office. The name and address of the initial member of the Board of Directors, which shall initially consist of one director, are:

1. Renee McCracken
1402 Veteran Ave. #B
Los Angeles, CA 90024

(b) The Board of Directors of this corporation shall be divided into three (3) classes, as nearly equal in numbers as the then total number of directors constituting the entire Board of Directors permits, with the term of office of one class expiring each year. At the

first annual meeting of stockholders of this corporation directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting of those stockholders, directors of the second class shall be elected to hold office for a term expiring at the second succeeding annual meeting, and directors of the third class shall be elected to hold office for a term expiring at the third succeeding annual meeting of those stockholders. Any vacancies in the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of this corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders. Subject to the foregoing, at each annual meeting of stockholders the successors to the class of directors whose terms shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting of stockholders.

(c) Notwithstanding any other provisions of these Articles of Incorporation or the bylaws of this corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Articles of Incorporation or the bylaws of this corporation), any director or the entire Board of Directors of this corporation may be removed at any time, but only for cause and only by the affirmative vote of the holders of seventy-five percent (75%) or more of the outstanding shares of capital stock of this corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the stockholders of this corporation called for that purpose. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of this corporation, the provisions of section (c) of this article shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

ELEVENTH. The period of existence of this corporation shall be perpetual.

TWELFTH. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director of this corporation, individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise

interested in any contract or transaction of this corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with the same force and effect as if he or she were not such director or officer of such other corporation or not so interested.

THIRTEENTH. Subject to the provisions of any series of Preferred Stock of this corporation which may at the time be issued and outstanding and convertible into shares of Common Stock of this corporation, the affirmative vote of at least two-thirds (2/3) of the outstanding shares of Common Stock held by stockholders of this corporation other than the "related person" (as defined later in these Articles of Incorporation), shall be required for the approval or authorization of any "business combination" (as defined later in these Articles of Incorporation) of this corporation with any related person; provided, however, that such voting requirement shall not be applicable if:

(1) The business combination was approved by the Board of Directors of this corporation either (A) prior to the acquisition by such related person of the beneficial ownership of twenty percent (20%) or requisition the outstanding shares of the Common Stock of this corporation, or (B) after such acquisition, but only during such time as such related person has sought and obtained the unanimous approval by the Board of Directors of this corporation of such acquisition of more than 20% of the Common Stock prior to such acquisition being consummated; or

(2) The business combination is solely between this corporation and another corporation, fifty percent (50%) or more of the voting stock of which is owned by a related person; provided, however, that each stockholder of this corporation receives the same type of consideration in such transaction in proportion to his or her stockholdings; or

(3) All of the following conditions are satisfied:

(A) The cash or fair market value of the property, securities or other consideration to be received per share by holders of Common Stock of this corporation in the business combination is not less than the higher of (i) the highest per share price (including brokerage commissions, soliciting dealers fees, dealer-management compensation, and other expenses, including, but not limited to, costs of newspaper advertisements, printing expenses and

attorneys' fees) paid by such related person in acquiring any of its holdings of this corporation's Common Stock or (ii) an amount which has the same or a greater percentage relationship to the market price of this corporation's Common Stock immediately prior to the commencement of acquisition of this corporation's Common Stock by such related person, but in no event in excess of two (2) times the highest per share price determined in clause (i), above; and

(B) After becoming a related person and prior to the consummation of such business combination, (i) such related person shall not have acquired any newly issued shares of capital stock, directly or indirectly, from this corporation (except upon conversion of convertible securities acquired by it prior to becoming a related person or upon compliance with the provision of this article or as a result of a pro rata stock dividend or stock split) and (ii) such related person shall not have received the benefit, directly or indirectly, (except proportionately as a stockholder) of any loans, advances, guarantees, pledges or other financial assistance or tax credits provided by this corporation, or made any major changes in this corporation's business or equity capital structure; and

(C) A proxy statement complying with the requirements of the Securities Exchange Act of 1934, whether or not this corporation is then subject to such requirements, shall be mailed to the public stockholders of this corporation for the purpose of soliciting stockholder approval of such business combination and shall contain at the front thereof, in a prominent place (i) any recommendations as to the advisability (or inadvisability) of the business combination which the continuing directors, or any outside directors, may determine to specify, and (ii) the opinion of a reputable national investment banking firm as to the fairness (or not) of the terms of such business combination, from the point of view of the remaining public stockholders of this corporation (such investment banking firm to be engaged solely on behalf of the remaining public stockholders, to be paid a reasonable fee for its services by this corporation upon receipt of such opinion, to be a reputable national investment banking firm which has not previously been associated with such related person and, if there are at the time any such directors, to be selected by a majority of the continuing directors and outside directors).

For purposes of this article:

(1) The term "business combination" shall be defined as and mean (a) any merger

or consolidation of this corporation with or into a related person; (b) any sale, lease, exchange, transfer or other disposition, including, without limitation, a mortgage or any other security device, of all or any substantial part of the assets of this corporation, including, without limitation, any voting securities of a subsidiary, or of a subsidiary, to a related person; (c) any merger or consolidation of a related person with or into this corporation or a subsidiary of this corporation; (d) any sale, lease, exchange, transfer or other disposition of all or any substantial part of the assets of a related person to this corporation or a subsidiary of this corporation; (e) the issuance of any securities of this corporation or a subsidiary of this corporation to a related person; (f) the acquisition by this corporation or a subsidiary of this corporation of any securities of a related person; (g) any reclassification of Common Stock of this corporation, or any recapitalization involving Common Stock of this corporation, consummated within five (5) years after a related person becomes a related person, and (h) any agreement, contract or other arrangement providing for any of the transactions described in this definition of business combination.

(2) The term "related person" shall be defined as and mean and include any individual, corporation, trust, association, partnership or other person or entity which, together with their "affiliates" and "associates" (defined later in these Articles of Incorporation), "beneficially" owns (as this term is defined in Rule 13d-3 of the General Rules and Regulations pursuant to the Securities Exchange Act of 1934), in the aggregate 20% or more of the outstanding shares of the Common Stock of this corporation, and any "affiliate" or "associate" (as those terms are defined in Rule 12b-2 pursuant to the Securities Exchange Act of 1934) of any such individual, corporation, trust, association, partnership or other person or entity;

(3) The term "substantial part" shall be defined as and mean more than ten percent (10%) of the total assets of the corporation in question, as of the end of its most recent fiscal year ending prior to the time the determination is being made;

(4) Without limitation, any shares of Common Stock of this corporation which any related person has the right to acquire pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed beneficially owned by such related person;

(5) For the purposes of this article, the term "other consideration to be received" shall include, without limitation, Common Stock of this corporation retained by its existing public stockholders in the event of a business combination with such related person pursuant to which this corporation is the surviving corporation; and

(6) With respect to any proposed business combination, the term "continuing director" shall be defined as and mean a director who was a member of the Board of

Directors of this corporation immediately prior to the time that any related person involved in the proposed business combination acquired twenty percent (20%) or more of the outstanding shares of Common Stock of this corporation, and the term "outside director" shall be defined as and mean a director who is not (a) an officer or employee of this corporation or any relative of an officer or employee, (b) a related person or an officer, director employee, associate or affiliate of a related person, or a relative of any of the foregoing, or (c) a person having a direct or indirect material business relationship with this corporation.

FOURTEENTH. No action required to be taken or which may be taken at any annual or special meeting of stockholders of this corporation may be taken without a meeting, and the power of stockholders to consent in writing, without a meeting, to the taking of any action is specifically denied.

FIFTEENTH. All of the powers of this corporation, insofar as the same may be lawfully vested by these Articles of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of this corporation. In furtherance and not in limitation of that power, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time bylaws of this corporation, subject to the right of the shareholders entitled to vote with respect thereto to adopt, alter, amend and repeal bylaws made by the Board of Directors; provided, however, that bylaws shall not be adopted, altered, amended or repealed by the stockholders of this corporation, except by the vote of the holders of not less than two thirds (2/3) of the outstanding shares of stock entitled to vote upon the election of directors.

The undersigned incorporator hereby acknowledges that the foregoing Articles of Incorporation is his act and deed.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature at Newport Beach, California this 21st day of May 2001.

Incorporator:


Michael Muellerleile



DEAN HELLER
Secretary of State

101 North Carson Street, Suite 3
Carson City, Nevada 89701-4786
(775) 684 5708

**Certificate of Acceptance
of Appointment by
Resident Agent**

Office Use Only:

FILE # 13283-2001

MAY 21 2001

IN THE OFFICE OF
DEAN HELLER SECRETARY OF STATE

General instructions for this form:

1. Please print legibly or type; Black Ink Only.
2. Complete all fields.
3. Ensure that document is signed in signature field.

In the matter of REEL STAFF, INC.
(Name of business entity)

I, CSC SERVICES OF NEVADA, INC., hereby state that on MAY 21, 2001
(Name of resident agent) (Date)

I accepted the appointment as resident agent for the above named business entity.

The street address of the resident agent in this state is as follows:

502 E. JOHN STREET
Street Address

ROOM E
Suite number

CARSON CITY, NEVADA
City

89706
Zip Code

BY: C. Woodard
Authorized Signature of R.A. or On Behalf of R.A. Company

5-21-01
Date

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, FRANCISCO V. AGUILAR, the duly qualified and elected Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporations sole, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence **Applied Digital Corporation** as a DOMESTIC CORPORATION (78) duly organized or formed and existing, or duly qualified or registered, as applicable, under and by virtue of the laws of the State of Nevada since 05/21/2001, and in good standing in this State.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of this State, at my office on 08/28/2024.

FRANCISCO V. AGUILAR
Secretary of State

Certificate Number: B202408284911401

You may verify this certificate

online at <https://www.nvsilverflume.gov/home>



SECRETARY OF STATE

STATE OF NEVADA

APOSTILLE (Convention de La Haye du 5 octobre 1961)			
1. Country: Pays / País	UNITED STATES OF AMERICA		
This public document Le présent acte public / El presente documento público			
2. has been signed by: a été signé par ha sido firmado por	FRANCISCO V. AGUILAR		
3. acting in the capacity of agissant en qualité de quien actúa en calidad de	STATE OF NEVADA		
4. bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	STATE OF NEVADA		
CERTIFIED Attesté / Certificado			
5. at à / en	CARSON CITY, NEVADA, U.S.A		
6. the le / el día	TWENTY EIGHTH DAY OF AUGUST, 2024		
7. by par / por	FRANCISCO V. AGUILAR, SECRETARY OF STATE, STATE OF NEVADA, U.S.A		
8. Number sous n° bajo el numero	C202408284911402		
9 Seal/Stamp: Sceau / timbre: Sello / timbre:		10. Signature: Signature: Firma:	 FRANCISCO V. AGUILAR Nevada Secretary of State

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This Apostille does not certify the content of the document for which it was issued.

This Apostille is not valid for use anywhere within United States of America, its territories or possessions.

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State of North Dakota

SECRETARY OF STATE



Certificate of Good Standing of Applied Digital Corporation

SOS Control ID#: 0006319287

Certificate #: 025815826-1

The undersigned, as Secretary of State of the state of North Dakota, hereby certifies that, according to the records of this office,

Applied Digital Corporation

a Corporation - Business - Foreign was formed under the laws of NEVADA and filed with this office effective June 26, 2023. This entity has, as of the date set forth below, complied with all applicable North Dakota laws.

ACCORDINGLY, the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing.

DATE: August 28, 2024

A handwritten signature in black ink that reads "Michael Howe".

Michael Howe
Secretary of State



96TH STREET SE

FIRE PUMP

STANDBY EMERGENCY GENERATORS

BUILDING 3

RETENTION POND

FIRE PUMP

STANDBY EMERGENCY GENERATORS

BUILDING 2

RETENTION POND

SUBSTATION

RETENTION POND

BUILDING 1

FIRE PUMP

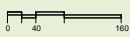
STANDBY EMERGENCY GENERATORS

MAIN ENTRY

RETENTION POND

87TH AVENUE SE

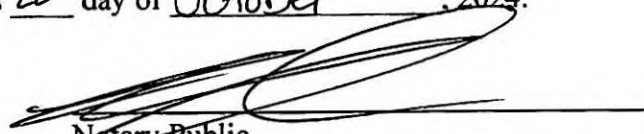
PROPERTY LINE



EXHIBIT

D

Subscribed and sworn to before me this 22nd day of October, 2024.



Notary Public

My Commission Expires: 12/17/2024

