



**FILED**

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04:59 PM

**A2101007**

EXHIBIT A

STATE OF NEVADA

**BARBARA K. CEGAVSKE**

*Secretary of State*

**KIMBERLEY PERONDI**

*Deputy Secretary  
for Commercial Recordings*



**Commercial Recordings Division**

*202 N. Carson Street  
Carson City, NV 89701-4201  
Telephone (775) 684-5708  
Fax (775) 684-7138*

OFFICE OF THE  
SECRETARY OF STATE

**Certified Copy**

May 19, 2017

**Job Number:** C20170519-1797

**Reference Number:** 00010641545-86

**Expedite:**

**Through Date:**

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.

<b>Document Number(s)</b>	<b>Description</b>	<b>Number of Pages</b>
20050005731-63	Articles of Organization	1 Pages/1 Copies



Respectfully,

*Barbara K. Cegavske*

Barbara K. Cegavske  
Secretary of State

Certified By: Jennifer Wilton  
Certificate Number: C20170519-1797  
You may verify this certificate  
online at <http://www.nvsos.gov/>

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DEAN HELLER  
Secretary of State  
206 North Carson Street  
Carson City, Nevada 89701-4299  
(775) 684 5708  
Website: secretaryofstate.biz

**Articles of Organization  
Limited-Liability Company**  
(PURSUANT TO NRS 86)

Filed in the office of <i>Dean Heller</i> Dean Heller Secretary of State State of Nevada	Document Number <b>20050005731-63</b>
	Filing Date and Time <b>02/01/2005 10:44 AM</b>
	Entity Number <b>E0009382005-2</b>

Important: Read attached instructions before completing form.

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Limited-Liability Company:</b>	DesertXpress Enterprises, LLC
<b>2. Resident Agent Name and Street Address:</b> <small>(must be a Nevada address where process may be served)</small>	Name <u>Scott Langsner</u> 10816 Iris Canyon Lane Las Vegas, NEVADA 89135 Physical Street Address City Zip Code Additional Mailing Address City State Zip Code
<b>3. Dissolution Date:</b> <small>(OPTIONAL—see instructions)</small>	Latest date upon which the company is to dissolve (if existence is not perpetual): _____
<b>4. Management:</b> <small>(check one)</small>	Company shall be managed by <input checked="" type="checkbox"/> Manager(s) OR _____ Members
<b>5. Names Addresses of Manager(s) or Members:</b> <small>(attach additional pages as necessary)</small>	Name <u>Tom Stone</u> 427 Detroit Street Denver, CO 80206 Address City State Zip Code Name <u>Andrew Mack</u> 2857 Paradise Road #2305 Las Vegas, NV 89109 Address City State Zip Code Name _____ Address City State Zip Code
<b>6. Names, Addresses and Signatures of Organizers:</b> <small>(if more than one organizer, please attach additional page)</small>	Name <u>Scott Langsner</u> <i>Scott Langsner</i> 10816 IRIS CANYON LANE, LAS VEGAS, NV 89135 Address City State Zip Code
<b>7. Certificate of Acceptance of Appointment of Resident Agent:</b>	I hereby accept appointment as Resident Agent for the above named limited-liability company. <i>Scott Langsner</i> 2/2/05 Authorized Signature of R.A. or On Behalf of R.A. Company Date

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevada Secretary of State Form LLC Arts .2003  
Revised on: 12/04/03

**INITIAL/ANNUAL LIST OF MANAGERS OR MANAGING MEMBERS AND STATE  
BUSINESS LICENSE APPLICATION OF:**

DesertXpress Enterprises, LLC  
NAME OF LIMITED-LIABILITY COMPANY

ENTITY NUMBER

E0009382005-2

FOR THE FILING PERIOD OF February-2019 TO February-2020

USE BLACK INK ONLY - DO NOT HIGHLIGHT

**\*\*YOU MAY FILE THIS FORM ONLINE AT [www.nvsilverflume.gov](http://www.nvsilverflume.gov)\*\***

- ☐ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

**IMPORTANT:** Read instructions before completing and returning this form.

- Print or type names and addresses, either residence or business, for all manager or managing members. A Manager, or if none, a Managing Member of the LLC must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
- If there are additional managers or managing members, attach a list of them to this form.
- Return completed form with the fee of \$150.00. A \$75.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
- State business license fee is \$200.00. Effective 2/1/2010, \$100.00 must be added for failure to file form by deadline.
- Make your check payable to the Secretary of State.
- Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.
- Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
- Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties. Failure to include annual list and business license fees will result in rejection of filing.

ABOVE SPACE IS FOR OFFICE USE ONLY

**ANNUAL LIST FILING FEE: \$150.00 LATE PENALTY: \$75.00 (if filing late)**

**BUSINESS LICENSE FEE: \$200.00 LATE PENALTY: \$100.00 (if filing late)**

**CHECK ONLY IF APPLICABLE AND ENTER EXEMPTION CODE IN BOX BELOW**

**NRS 76.020 Exemption Codes**

- ☐ Pursuant to NRS Chapter 76, this entity is exempt from the business license fee. Exemption code:

001 - Governmental Entity

006 - NRS 680B.020 Insurance Co.

**NOTE:** If claiming an exemption, a notarized Declaration of Eligibility form must be attached. Failure to attach the Declaration of Eligibility form will result in rejection, which could result in late fees.

NAME Virgin Trains USA LLC	MANAGER OR MANAGING MEMBER		
ADDRESS 161 NW 6th Street, 9th Floor	CITY Miami	STATE FL	ZIP CODE 33136
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE
NAME	MANAGER OR MANAGING MEMBER		
ADDRESS	CITY	STATE	ZIP CODE

None of the managers or managing members identified in the list of managers and managing members has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of a manager or managing member in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

X

*[Signature]*

Title

Vice President of Manager

Date

5.22.19

Signature of Manager, Managing Member or  
Other Authorized Signature

Nevada Secretary of State List  
ManorMem  
Form: 100403 Revised: 7-1-17



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



\*181004\*

## Statement of Change of Registered Agent by Represented Entity

(PURSUANT TO NRS 77.340)

This form may be submitted by: the Represented Entity to appoint a new Registered Agent or amend own service of process info. For more information please visit <http://www.nvsos.gov/index.aspx?page=141>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Represented Entity:

DesertXpress Enterprises, LLC

2. Entity File Number: E0009382005-2

3. This statement of change will have the following effect: (check only one)

- ☒ Appoints a new agent for service of process (complete 4a or 4b)  
☐ Updates contact information of the Represented Entity acting as own agent (complete 4c)

4. Information in effect upon the filing of this statement: (complete only one section)

a) Commercial Registered Agent:

CSC SERVICES OF NEVADA, INC.  
Name

b) Noncommercial Registered Agent:

Name

Street Address

City

Nevada

Zip Code

Mailing Address (if different from street address)

City

Nevada

Zip Code

c) Title of Office or Other Position within Represented Entity:

Name of Title or Position

Street Address

City

Nevada

Zip Code

Mailing Address (if different from street address)

City

Nevada

Zip Code

5. Signature of Represented Entity: (required)

X

Authorized Signature

Kolleen Cobb, Vice President  
of Manager

Date

5.22.19

6. Registered Agent Acceptance: (required)

I hereby accept appointment as Registered Agent for the above named Entity.

X

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity

April Miller, Asst. Secretary

Date

05/22/2019

FEE: \$60.00

This form must be accompanied by appropriate fees

Nevada Secretary of State Form RA Change by Entity  
Revised: 1-5-15



## CALIFORNIA SECRETARY OF STATE



Business  
Programs Division

Business Entities, 1500 11th St., 3rd Floor,  
Sacramento, CA 95814

### Thank You for Doing Business in California

Congratulations on the registration of your limited liability company with the California Secretary of State (SOS). Please see below for important information.

### What's next? Required Filings

**SOS Statement of Information** – Limited liability companies must fill out and file a complete Statement of Information (Form LLC-12) within the first 90 days of registering with the SOS, and every 2 years thereafter before the end of the calendar month of the original registration date.

How can you file your Statement of Information?

- Currently, Statements of Information can be submitted on paper to the SOS through the mail, or submitted in person (drop off) to the Sacramento office. Additional information regarding Statements of Information, including forms, instructions and fees is available at [www.sos.ca.gov/business/be/statements](http://www.sos.ca.gov/business/be/statements).
- Current processing times for Statements of Information may be found at [www.sos.ca.gov/business/be/processing-times](http://www.sos.ca.gov/business/be/processing-times).
- Limited liability companies may file their Statement of Information using our secure E-File Statement of Information filing service at <https://llcbizfile.sos.ca.gov>.

**Franchise Tax Board (FTB) Tax Filing** – Once your limited liability company is registered with the SOS, you are required to file a tax return with FTB for each taxable year even if you are not conducting business or have no income. Contact FTB at [www.ftb.ca.gov](http://www.ftb.ca.gov) or (800) 852-5711 for forms and requirements concerning franchise taxes or income taxes.

Be aware, if you fail to file a return by the original or extended due date, or fail to pay taxes when due, a penalty may be imposed by FTB. Please visit [www.ftb.ca.gov/businesses/Penalty-Information.shtml](http://www.ftb.ca.gov/businesses/Penalty-Information.shtml) for tax penalty related information.

### Other Business Information and Resources

All business entities are subject to state and federal tax laws. You may wish to contact the following agencies to assist you with these issues:

- Internal Revenue Service – [www.irs.gov](http://www.irs.gov) or call (800) 829-1040 for forms and issues concerning Federal tax, employer identification numbers, subchapter S elections.
- State Board of Equalization – [www.boe.ca.gov](http://www.boe.ca.gov) or call (800) 400-7115 for forms and issues concerning sales taxes or use taxes.
- Employment Development Department – [www.edd.ca.gov](http://www.edd.ca.gov) or call (800) 300-5616 for forms and issues concerning employment and payroll taxes.
- CalGold – [www.calgold.ca.gov](http://www.calgold.ca.gov) for appropriate permit, licensing, and contact information for the various agencies that administer and issue these permits.
- SOS Business Resources – [www.sos.ca.gov/business/be/resources](http://www.sos.ca.gov/business/be/resources) for a list of agencies you may need to contact to ensure proper compliance with California state law.
- CA Governor's Office of Business and Economic Development (Go-Biz) – [www.business.ca.gov](http://www.business.ca.gov) for a range of business services including, site selection and permit assistance.
- The California Business Incentives Gateway (CBIG) – <https://cbig.ca.gov> is a web portal that connects business owners and entrepreneurs with financial incentives.



**State of California**  
**Secretary of State**

**CERTIFICATE OF REGISTRATION**

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

That on the **6th** day of **SEPTEMBER, 2019**, **DESERTXPRESS ENTERPRISES, LLC**, complied with the requirements of California law in effect on that date for the purpose of registering to transact intrastate business in the State of California; and further purports to be a limited liability company organized and existing under the laws of **NEVADA** as **DESERTXPRESS ENTERPRISES, LLC** and that as of said date said limited liability company became and now is duly registered and authorized to transact intrastate business in the State of California, subject, however, to any licensing requirements otherwise imposed by the laws of this State.

**IN WITNESS WHEREOF**, I execute  
this certificate and affix the Great Seal  
of the State of California this day of  
September 9, 2019.



A handwritten signature in black ink, appearing to read "Alex Padilla".

**ALEX PADILLA**  
**Secretary of State**

VRF



Secretary of State

LLC-5

**Application to Register a Foreign Limited Liability Company (LLC)**

201924910558

FILED Dyy

Secretary of State  
State of California *AK*

SEP 06 2019

**IMPORTANT — Read instructions before completing this form.**

Must be submitted with a current Certificate of Good Standing issued by the government agency where the LLC was formed. See instructions.

**Filing Fee** — \$70.00

**Copy Fees** — First page \$1.00; each attachment page \$0.50;  
Certification Fee — \$5.00

**Note:** Registered LLCs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

*lcc*  
**This Space For Office Use Only**

**1a. LLC Name** (Enter the exact name of the LLC as listed on your attached Certificate of Good Standing.)

DesertXpress Enterprises, LLC

**1b. California Alternate Name, If Required** (See instructions — Only enter an alternate name if the LLC name in 1a not available in California.)

**2. LLC History** (See instructions — Ensure that the formation date and jurisdiction match the attached Certificate of Good Standing.)

a. Date LLC was formed in home jurisdiction (MM/DD/YYYY)

02 / 01 / 2005

b. Jurisdiction (State, foreign country or place where this LLC is formed.)

Nevada

c. Authority Statement (Do not alter Authority Statement)

This LLC currently has powers and privileges to conduct business in the state, foreign country or place entered in Item 2b.

**3. Business Addresses** (Enter the complete business addresses. Items 3a and 3b cannot be a P.O. Box or "in care of" an individual or entity.)

a. Street Address of Principal Executive Office - **Do not enter a P.O. Box**

6700 Via Austi Parkway, Suite B

City (no abbreviations)

Las Vegas

State

NV

Zip Code

89119

b. Street Address of Principal Office in California, if any - **Do not enter a P.O. Box**

City (no abbreviations)

State

CA

Zip Code

c. Mailing Address of Principal Executive Office, if different than item 3a

700 NW 1st Avenue, Suite 1620

City (no abbreviations)

Miami

State

FL

Zip Code

33136

**4. Service of Process** (Must provide either Individual OR Corporation.)

**INDIVIDUAL** — Complete Items 4a and 4b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)

Middle Name

Last Name

Suffix

b. Street Address (if agent is not a corporation) - **Do not enter a P.O. Box**

City (no abbreviations)

State

CA

Zip Code

**CORPORATION** — Complete Item 4c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) — Do not complete Item 4a or 4b

Corporation Service Company Which Will Do Business In California As CSC-Lawyers

*Incorporating Service*

**5. Read and Sign Below** (See instructions. Title not required.)

By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized to sign on behalf of the foreign LLC.

*DesertXpress Enterprises, LLC*

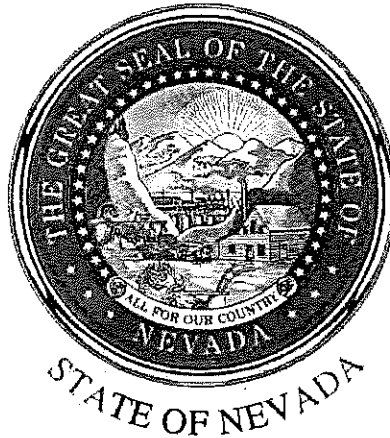
*By: [Signature]*  
Signature

Kolleen Cobb, Vice President

Type or Print Name



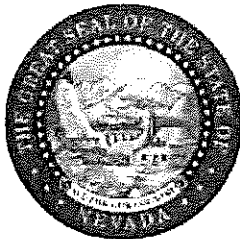
# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, Barbara K. Cegavske, 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, **DESERTXPRESS ENTERPRISES, LLC**, as a DOMESTIC LIMITED-LIABILITY COMPANY (86) duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since 02/01/2005, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on 08/05/2019.

*Barbara K. Cegavske*

BARBARA K. CEGAVSKE  
Secretary of State

Certificate Number: B20190805136272

You may verify this certificate  
online at <http://www.nvsos.gov>

201924910558



I hereby certify that the foregoing  
transcript of 2 page(s)  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

SEP 09 2019 *OK*

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State