



ARIZONA SUPREME COURT

Application for Initial License of Alternative Business Structure

SECTION I: APPLICANT INFORMATION

Organization Legal Name: Axiom Advice & Counsel LLC		
List name of business to be certified with this application: Axiom Advice & Counsel LLC		
List All assumed, DBA's or trade names:		
Business Address: Street Address: 11201 N Tatum Blvd, Ste 300, PMB 81879		
City: Phoenix	State: AZ	Zip: 85028
Business Telephone Number: 917-237-2918		Business Fax Number:
Business Email Address: adviceandcounsel@axiomlaw.com		Date business formed: (Month/Day/Year) February 7, 2022
Federal Tax ID Number: [REDACTED]		State Tax ID Number: [REDACTED]
Check appropriate business organization: <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Limited Liability Co. <input type="checkbox"/> Partnership <input type="checkbox"/> Sole Proprietorship		
Applicant is applying as a: <input checked="" type="checkbox"/> Traditional Law Firm <input type="checkbox"/> Large non-law firm <input type="checkbox"/> Small non-law firm <input type="checkbox"/> Non-profit – Arizona <input type="checkbox"/> Non-profit – non-Arizona <input type="checkbox"/> International applicant		
Applicant is registered with the Arizona Corporate Commission or Secretary of State: <input checked="" type="checkbox"/> Yes – If registered, applicant must submit copies of Articles of Incorporation/Organization or Partnership Agreements, and a Certificate of Good Standing. <input type="checkbox"/> No – If not registered, applicant must submit copies of draft Articles of Incorporation/Organization or Partnership Agreements and explain why entity is not registered. (See instructions for additional information)		

Statutory Agent's Name: CT Corporation Systems CT Corporation Systems		
Statutory Agent's Address (not a P.O. Box) Street Address: 3800 North Central Avenue- Suite 460		
City: Phoenix	State: AZ	ZipCode: 85012
Statutory Agent's email address: ct-statecommunications@wolterskluwer.com		
Business Telephone Number: 844-363-1034		Home Telephone Number:

Designated Principal's Full Name: Catherine Kemnitz		
Designated Principal's Business address: Street Address: 3 World Trade Center, 175 Greenwich Street		
City: New York	State: NY	Zip: 10007
Designated Principal's email address: catherine.kemnitz@axiomlaw.com		Social Security Number: [REDACTED]
Designated Principal's Home address: Street Address: [REDACTED]		
City: [REDACTED]	State: [REDACTED]	Zip: [REDACTED]
Business Telephone Number: 917-237-2918		Home Telephone Number:

Compliance Lawyer's Full Name: Lynda Shely		
Compliance Lawyer's Business address: Street Address: 6501 E. Greenway Parkway Suite 103-406		
City: Scottsdale	State: AZ	Zip: 85254
Compliance Lawyer's email address: lynda@shelylaw.com		Social Security Number: [REDACTED]
Compliance Lawyer's Home address: Street Address: [REDACTED]		
City: [REDACTED]	State: [REDACTED]	Zip: [REDACTED]
Business Telephone Number: 480-905-7237		Home Telephone Number: [REDACTED]

SECTION II: AUTHORIZED PERSON (INDIVIDUAL OR ENTITY) INFORMATION.

List ALL Authorized Person(s). Each must complete and sign the Authorized Person Application

☒ Individual ☐ Entity

Authorized Person's Full Name: Catherine Kemnitz	Corporate Title/Position: Manager and Designated Principal
Email Address: catherine.kemnitz@axiomlaw.com	Social Security Number: [REDACTED]
Does authorized person have a legal right to exercise decision making authority on behalf of the alternative business structure applicant? (see Arizona Code of Judicial Administration § 7-209 for definitions of Authorized Person and decision making authority.) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Does authorized person have an economic interest in the alternative business structure equal to or more than 10 percent of all economic interests of the alternative business structure? (see Arizona Code of Judicial Administration § 7-209 for definitions of 'economic interest') <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

☒ Individual ☐ Entity

Authorized Person's Full Name: Sloane Googin	Corporate Title/Position: Manager
Email Address: sloane.googin@axiomlaw.com	Social Security Number: [REDACTED]
Does authorized person have a legal right to exercise decision making authority on behalf of the alternative business structure applicant? (see Arizona Code of Judicial Administration § 7-209 for definitions of Authorized Person and decision making authority.) <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
Does authorized person have an economic interest in the alternative business structure equal to or more than 10 percent of all economic interests of the alternative business structure? (see Arizona Code of Judicial Administration § 7-209 for definitions of 'economic interest') <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

☒ Individual ☐ Entity

Authorized Person's Full Name:	Corporate Title/Position:
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Lynda Shely	Manager and Compliance Lawyer
Email Address: lynda@shelylaw.com	Social Security Number: [REDACTED]
<p>Does authorized person have a legal right to exercise decision making authority on behalf of the alternative business structure applicant? (see Arizona Code of Judicial Administration § 7-209 for definitions of Authorized Person and decision making authority.)</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	
<p>Does authorized person have an economic interest in the alternative business structure equal to or more than 10 percent of all economic interests of the alternative business structure? (see Arizona Code of Judicial Administration § 7-209 for definitions of 'economic interest')</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

☐ Individual ☒ Entity

Authorized Person Entity's Name: Axiom Global Inc.		
Entity Contact First Name: Catherine	Entity Contact Middle Initial:	Entity Contact Last Name: Kemnitz
Title/Position: Chief Legal Officer and Director		
Email Address: catherine.kemnitz@axiomlaw.com	Tax ID Number: [REDACTED]	
<p>Does authorized person have a legal right to exercise decision making authority on behalf of the alternative business structure applicant? (see Arizona Code of Judicial Administration § 7-209 for definitions of Authorized Person and decision making authority.)</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		
<p>Does authorized person have an economic interest in the alternative business structure equal to or more than 10 percent of all economic interests of the alternative business structure? (see Arizona Code of Judicial Administration § 7-209 for definitions of 'economic interest')</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>		

SECTION III: BUSINESS DESCRIPTION. Submit additional sheets if necessary.

Provide a brief description of the general nature of the business:
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Axiom Advice & Counsel LLC (the “Applicant”) will be an Arizona law firm that will provide legal services to corporate clients, including small, high growth companies. The Applicant will focus on corporate legal practice areas including Labor and Employment, Regulatory and Compliance, Real Estate, Intellectual Property, Privacy, and General Corporate transactions.

SECTION IV: BUSINESS OBJECTIVES.

Describe how the business will advance one or more of the following regulatory objectives:

- Protecting and promoting the public interest
- Promoting access to legal services
- Advancing the administration of justice and rule of law
- Encouraging an independent, strong, diverse, and effective legal profession
- Promoting and maintaining adherence to professional principles

The Applicant will provide legal services to corporate clients, including small, high growth companies that do not have in-house legal departments.

The Applicant’s parent company, Axiom Global Inc. (“Axiom Global”), is a global leader in providing high caliber and diverse legal talent to in-house legal departments. Axiom manages over 3,000 engagements with in-house legal departments each year, working with thousands of companies including a third of the Fortune 500. However, Axiom Global is not a law firm and does not provide legal advice or representation, which prevents Axiom Global from providing legal talent to small and mid-sized companies that do not have an in-house legal counsel.

Yet those businesses that lack in-house teams are more likely to ignore issues or unintentionally permit them to get out of control before seeking appropriate advice. Axiom Global is setting up the Applicant to fill that gap by offering both new and established businesses a new cost-effective way to proactively control risk through access to affordable legal services. Leveraging Axiom Global’s legal industry and operations knowledge, the Applicant will deliver savings to clients by operating without the inefficiencies of minimum billable hours, high overhead, partner equity-based bonuses, and pyramid structure, all legacies of the traditional law firm model. Billable hour requirements cause fundamental misalignments of interest between client and lawyer and inflate the cost of legal services. The Applicant will not have such a requirement and will instead focus on meeting clients’ needs by freeing lawyers from these obligations.

Further, the absence of formulaic profit-sharing compensation and of the partnership pyramidal structure means senior lawyers do not need to overbill newer lawyers to support profits. The Applicant is able to pass on to clients these cost efficiencies while compensating lawyers fairly and supporting them in growing their practice and developing professionally. The Applicant and its clients will benefit from Axiom Global's expertise in alternative fee arrangements and innovative pricing models that are better aligned to the Applicant's clients' budgets, in particular for smaller, high growth companies (for instance, flat daily rates or subscriptions). These structures provide budgetary visibility for clients and are very successful when paired with experience in scoping projects and matching clients with the right lawyer. This is critical for early-stage companies or even socially focused ones for whom funds must be applied in the most impactful way.

In addition, the Applicant's back-office functions will be provided by Axiom Global, including HR, finance, marketing, recruiting, and IT. This will enable the Applicant's lawyers to focus on what matters to them and their clients: the practice of law and the service of clients, with complete focus on each client's needs and successful outcome. The Applicant's lawyers will not have these administrative duties.

The Applicant's lawyers will be able to select the clients they want to advise and determine their own time commitment, allowing a greater level of self-direction, life balance and career satisfaction. This model brings opportunities for Arizona-based entrepreneurial solo practitioners to join the Applicant where they can be connected to new clients and to other lawyers with different specialties who may be helpful in supplementing their practices.

The Applicant will provide new and exciting opportunities to Arizona lawyers, increase the resilience of the profession, and promote innovation to help lawyers and the legal market stay relevant to the public's needs. This encourages a strong and diverse legal profession that is effective. Axiom Global consistently maintains an exemplary record in building a diverse workforce. Axiom Global publicly reports on the diversity of its talent and will encourage this diversity of talent in the Applicant. As of Axiom Global's most recent Diversity Report, its bench consisted of:

- 52% identify as women (vs. 36% in law firms)
- 29% identify as ethnic minorities (vs. 17% in law firms)
- 12% identify as Black (vs. 5% in law firms)

Axiom Global's in-house legal department has earned a Mansfield Rule Certification+.

The Applicant will endeavor to employ a similarly diverse workforce.

SECTION V: GOVERNANCE STRUCTURES AND POLICIES.

Describe how the governance structures and policies in place ensure:

- Lawyers providing legal services to consumers act with independence consistent with the lawyers' professional responsibilities.
- The alternative business structure maintains proper standards of work
- The lawyer makes decisions in the best interest of clients
- Confidentiality consistent with Arizona Rule of Supreme Court 42 is maintained and
- Any other business policies or procedures that do not interfere with a lawyers' duties and responsibilities to clients. (Submit additional sheets or supporting documents if necessary.)

The Applicant will have all of the standard law firm policies and procedures in place to ensure that everyone working for the Applicant or providing support services to the Applicant complies with the Rules of Professional Conduct and ACJA 7-209(K). In addition to policies and procedures, the Applicant's Designated Principal and Compliance Lawyer will have compliance oversight and legal support, to ensure boundaries are respected, including preventing non-lawyer management from interfering with the legal judgment of lawyers. As Chief Legal Officer of Axiom Global, the Applicant's Designated Principal, Catherine Kemnitz, has extensive experience working within a corporate executive structure and upholding the ethical obligations of the organization (see Exhibit A to this Application for biographical details). This separation of duties also is reflected in the Applicant's Operating Agreement (see Exhibit B to this Application for relevant excerpt), which specifies that only lawyers may make decisions regarding clients and legal services.

Axiom Global has over 20 years of experience in the legal market, working with legal departments to ensure compliance with rules of professional conduct, and in particular ensuring the independence of its lawyers. The Applicant will draw on Axiom Global's expertise, and the guidance of the Applicant's Compliance Lawyer and practicing lawyers, to practice ethically. The Applicant will require and support a culture of compliance with the Rules of Professional Conduct, Arizona

Supreme Court Rules, and the Code of Conduct in ACJA 7-209(K). The Designated Principal and Compliance Lawyer will regularly review firm policies and procedures as new systems and technology evolve, to ensure that the policies and procedures comply with the ethical obligations to maintain client confidentiality, check for conflicts, represent clients diligently, and keep clients informed. It is critical for the Applicant's success that its lawyers are empowered to provide competent and diligent representation of the Applicant's clients.

The Applicant will require regular trainings on ethical obligations for all employees, lawyers, agents, and Authorized Persons, including reviewing an Employee Ethics Compliance Agreement. In addition, the Applicant will provide training to employees, Authorized Persons, and all lawyers about the Applicant's Code of Conduct requirements, including that only lawyers may establish lawyer/client relationships, only lawyers may determine who will be a client of the firm, only lawyers may engage in the "practice of law" as defined by Arizona Supreme Court Rule 31, only lawyers may make decisions regarding legal strategies and litigation budgeting, and no one will interfere with the lawyers' independent professional judgment.

SECTION VI: NON-LEGAL SERVICES RELATED ACTIVITIES.

List the non-legal services related activities of the business if not listed in the Business Description Section above:

The Applicant will not be providing non-legal services.

SECTION VII: APPLICANT BACKGROUND INFORMATION.

Has the business entity, designated principal, compliance lawyer, or ANY authorized person(s)

Ever been found guilty of any felony or misdemeanour?

(The fact that the designated principal, compliance lawyer, or authorized person entered a plea bargain or entered a "no contest" plea, or that the conviction has been vacated, pardoned, expunged, dismissed, or appealed, or that the civil rights have been restored does not mean that the question can be answered no. If the answer is yes, give details of the offense, and explain. Do not answer yes or give details if the offenses are minor civil traffic violations.)

☐ Yes ☒ No

Committed material misrepresentation, omission, fraud, dishonesty, or corruption in applying for a certificate or on a certificate examination in this state or any other state?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Committed any act constituting material misrepresentation, omission, fraud, dishonesty, or corruption in business or financial matters?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Had conduct showing incompetence or a source of injury and loss to the public?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Had a professional or occupational license or certificate denied revoked, suspended or any disciplinary action taken?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Had a professional or occupational license or certificate censured, placed on probation, or any disciplinary action taken?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Been terminated, suspended, placed on probation, or other disciplinary action taken in the course of employment since the age of 21 relating to dishonesty, misrepresentation, misappropriation, fraud, theft, moral turpitude, or the commission of a crime?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Been found civilly liable in an action involving misrepresentation, material omission, fraud, misappropriation, theft, or conversion?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Had a record of conduct constituting or investigative inquiries regarding fraud on the part of an employee, board member, or the business?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Been a party to or claimed an interest in any civil proceedings in the last ten years (including but not limited to orders of protection, dissolution of marriage/family matters, bankruptcy, lawsuits, debt collection, etc.)? If so, provide details, including the case name and number, a copy of the original complaint, and a copy of the final disposition.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Been a party to any civil, criminal, administrative, judicial, or professional authority actions alleging fraud, deceit, misrepresentation, forgery, or legal malpractice?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Been contacted by any court, state, or federal administrative or regulatory agency or professional association or the Better Business bureau regarding allegations of adversarial actions or complaints?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Been the subject of a court sanction/order, a complaint to the State Attorney General or the Better Business Bureau, or been contacted by any prosecutorial, judicial, or administrative agency or association regarding business practices?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Currently on probation or parole?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Violated any decision, order, or rule issued by a professional regulatory entity?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Violated any order of a court, judicial officer, administrative tribunal, or the Committee?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Made a false or misleading statement or verification in support of an application for a certificate filed by another person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Made a false or misleading oral or written statement to division staff or the Committee?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Failed to disclose information on the license application subsequently revealed through a background check?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Failed to respond or furnish information to division staff or the Committee when the information is legally requested and is in your control or is reasonably available to you and pertains to certification or investigative inquiries?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

If you answer “Yes” to any question in this section:

- You must submit a list of all incidents and complete a written explanation of the events for each. This includes incidents which may be pending and/or in litigation, and
- You must submit any and all documentation which shows where the violation, finding, or conviction occurred, the nature and details of the case, case disposition, court, case number, and any other relevant information.

SECTION VIII: BUSINESS INFORMATION.

1. List (a) the states or countries in which your organization operates.

State: Arizona		Country: United States	
Does this jurisdiction require licensing, certification, or registration? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
Street Address: 11201 N Tatum Blvd, Ste 300, PMB 81879			
City: Phoenix	State: AZ	Zip: 85028	
Telephone Number:			
How long has your organization been operating in these states or countries? Newly formed			

2. List parent corporations, branch offices, or other entities that will perform, or assist in performing the work of the organization associated with legal services including addresses, contacts, and the functions to be performed:

Parent Corporation: Axiom Global Inc.	Branch Office:	Other Entities:
Street Address: 3 World Trade Center, 175 Greenwich Street		
City: New York		State: NY
Country: US		Zip: 10007
Telephone Number: 917-237-2918		Functions to be performed Back office and other support functions

3. Are there any other individuals who may derive a profit from the operation of this business? If yes, submit list of individuals including name, title, position, and contact details.

☐ Yes ☒ No

4. Will the Alternative Business Structure have professional liability insurance?

☒ Yes ☐ No

5. Are there any shareholder agreements, voting agreements or restrictions or other agreements that restrict or affect decision making? If yes, upload copies of all agreements in the documents section of this application

☒ Yes ☐ No

6. Does the applicant use or intend to use sources of finance? If yes, provide details in the documents section of this application regarding the type of financing, name of the provider, amount of financing, and interest rate.

☒ Yes ☐ No

7. Has applicant or any Authorized Person been involved in a business that has declared bankruptcy? If yes, submit a list of all incidents and a written explanation of the events for each. This includes incidents which may be pending and/or in litigation. You must also submit all documentation which shows the nature and details of the case, case disposition, court, case number, and any other relevant information.

☐ Yes ☒ No

8. Will the applicant share premises, staff or data with any other person or entity? If yes, provide details in documents section of this application.

☒ Yes ☐ No

9. Will the applicant be required to comply with Arizona Trust Account Rules? If yes, provide details in the documents section of this application relating to the collection and disbursement of fees and reports generated for compliance.

☒ Yes ☐ No

10. Describe how your business will comply with Arizona's Rules of Professional Conduct for lawyers, Code of Conduct for Entities and for Owners and Managers.

Please see Exhibit D for details.

11. Describe your policies and procedures for protecting client information and confidentiality.

Please see Exhibit D for details.

12. Describe policies and procedures for checking for conflicts of interest.

Please see Exhibit D for details.

13. Explain procedures developed to ensure confidentiality of client records.

Please see Exhibit D for details.

14. Describe your policies and procedures to ensure no inducements are offered to clients or potential clients for choosing the business's course other than for the best interest of the client.

Please see Exhibit D for details.

SECTION IX: ACKNOWLEDGMENT.

a. Conflict of interest statement

Pursuant to Arizona Code of Judicial Administration (ACJA) § 7-209(K)(1), I certify that the business entity named in this application and seeking a license to operate as an Alternative Business Structure in the state of Arizona, shall not take any action or engage in any activity that interferes with the professional independence of lawyers or others authorized to provide legal services, or allow the legal representation of clients, if the representation involves a conflict of interest as governed by Supreme Court Rule 42, ERs 1.7, 1.8, 1.9, 1.10, 1.11, 1.13 and 1.18.

b. Indemnification statement

Pursuant to ACJA § 7-209 (G), I certify that the business entity named in this application agrees to indemnify, defend, and hold harmless the Arizona Supreme Court, its Committees, Committee

members, and employees from any and all claims, demands, suits, actions, proceedings, loss, cost and damages of every kind and description. This includes any reasonable attorney's fees and litigation expenses which may be brought or made against or incurred by the court, its Committees, Committee members, and employees on account of loss or damage arising out of, or contributed to, in whole or in part, by reason of the operation of the business entity.

c. Submission to jurisdiction, authorization, and release

I certify that the business entity named in this application submits to the exclusive jurisdiction of the Arizona Supreme Court and is subject to the regulatory and disciplinary authority of the Supreme Court and the State Bar of Arizona.

I consent to having an investigation made of the businesses character, professional reputation, and fitness for Alternative Business Structure license. I agree to give any further information which may be required in reference to the past record of the business.

I also authorize and request every person, firm, company, corporation, governmental agency, court, association, or institution having control of any documents, records, and other information including documents, records, charges or complaints filed against the business, formal or informal, pending or closed, or any other pertinent data, and to permit the Arizona Supreme Court, or any of its agents or representatives to inspect and make copies of such documents, records, and other information.

I release, discharge, and exonerate the Arizona Supreme Court, its agents and representatives, the State of Arizona, and any person furnishing information pursuant to this Authorization and Release from all liability which may arise from the investigation made by the Arizona Supreme Court.

I acknowledge that I have read this application form and that all statements are true and complete to the best of my knowledge and belief and that this Authorization and Release is freely given.

I understand willful omission or misrepresentation of any fact required to be disclosed in this application, or any accompanying statement, is grounds for refusing to issue or renew a license or for revoking or suspending a license.

I also declare under penalty of perjury under the laws of the State of Arizona that the foregoing is true and correct.

☒ By checking this box, I agree to the following:

I certify under penalty of perjury that all information contained in my application, including all supporting documents, is true and correct to the best of my knowledge and belief. I understand that any false statements, misrepresentations, or failures to disclose (omissions) made in this application may be grounds for denial of certification, subsequent suspension or revocation of certification or other disciplinary action.

Catherine Kemnitz

Printed Name of Designated Principal



ARIZONA SUPREME COURT
Alternative Business Structure
Authorized Person (Entity) Application

Please select one: ☒ Initial Application ☐ Change of Authorized Entity ☐ Renewal Application

Legal Name of Authorized Person (entity): Axiom Global Inc.			
Name of representative of Authorized Person:			
Legal Last Name Kemnitz	Full First Name Catherine	Full Middle Name	
Business Title/Position: Chief Legal Officer and Director			
Does this Business operate under any other name? <input type="checkbox"/> Yes <input type="checkbox"/> No			
If Yes, Provide additional details :			
Tax ID Number: [REDACTED]			
Business Address (may not be a P.O. box):			
(Street Address) 3 World Trade Center, 175 Greenwich Street	(City) New York	(State) NY	(Zip) 10007
Business Telephone Number: 917-237-2918		Email: catherine.kemnitz@axiomlaw.com	
Home Address (of entity representative) (may not be a P.O. box):			
(Street Address) [REDACTED]	(City) [REDACTED]	(State) [REDACTED]	(Zip) [REDACTED]
Home Telephone number: [REDACTED]			
I have an economic interest in the Alternative Business Structure equal to or more than 10 percent of all economic interests in the Alternative Business Structure. If Yes, provide an affidavit with an explanation of your economic interest.			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
I have a legal right to exercise decision making authority on behalf of the alternative business structure applicant. If yes provide an affidavit with an explanation of your decision making authority.			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

List all directors, officers, partners, owners, and managers of the Authorized Person entity:
 Directors and Officers: David McVeigh, Sloane Googin, Daniel Brenhouse, Catherine Kemnitz

Background Information	
Has ANY director, officer, partner, owner, or manager of the Authorized Person entity	
1) Committed material misrepresentation, omission, fraud, dishonesty, or corruption in applying for a certificate or on a certificate examination in this state or any other state?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Committed any act constituting material misrepresentation, omission, fraud, dishonesty or corruption in business or financial matters?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Had conduct showing incompetence or a source of injury and loss to the public?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Been convicted by final judgment of a felony, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Been convicted by final judgment of a misdemeanor, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) Been admitted to practice law in any jurisdiction? If yes, please identify the jurisdiction(s) and Bar license number(s):	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7) Had a professional or occupational license or certificate denied, revoked, suspended or any disciplinary action taken?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Been terminated, suspended, placed on probation, or other disciplinary action taken in the course of employment since the age of 21?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Been found civilly liable in an action involving misrepresentation, material omission, fraud, misappropriation theft or conversion?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Been placed on probation or parole?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

11) Violated any decision, order or rule issued by a professional regulatory entity?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12) Violated any order of a court, judicial officer, administrative tribunal, or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
13) Made a false or misleading statement or verification in support of an application for a certificate filed by another person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
14) Made a false or misleading oral or written statement to division staff or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
15) Failed to respond or furnish information to the division staff or the Board when the information was requested and was reasonably available to you and pertains to certification or investigative inquiries?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
16) Been a party to or claimed an interest in any civil proceedings in the last ten years (including but not limited to orders of protection, dissolution of marriage/family matters, bankruptcy, lawsuits, debt collection, etc.)? If so, provide details, including the case name and number, a copy of the original complaint, and a copy of the final disposition with your application?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Regarding criminal matters, the fact you entered into a plea bargain, or entered a “no contest” plea, or that a conviction has been vacated, pardoned, expunged, dismissed, or appealed does not mean that you can answer the question “No.” You must answer “Yes”.

If you answer “Yes” to any question in this section:

- You must submit a list of all incidents and complete a written explanation of the events for each. This includes incidents which may be pending and/or in litigation, and
- You must submit any and all documentation which shows where the violation, finding, or conviction occurred, the nature and details of the case, case disposition, court, case number, and any other relevant information.

CONFLICT OF INTEREST STATEMENT

Pursuant to Arizona Code of Judicial Administration (ACJA) § 7-209(K)(1), I certify that the business entity named in this application and seeking a license to operate as an Alternative Business Structure in the state of Arizona, shall not take any action or engage in any activity that interferes with the professional independence of lawyers or others authorized to provide legal services, or allow the legal representation of clients, if the representation involves a conflict of interest as governed by Supreme Court Rule 42, ERs 1.7, 1.8, 1.9, 1.10, 1.11, 1.13 and 1.18.

SUBMISSION TO JURISDICTION, AUTHORIZATION, AND RELEASE

I hereby submit to the exclusive jurisdiction of the Arizona Supreme Court and agree to be subject to the regulatory and disciplinary authority of the Supreme Court and the State Bar of Arizona.

I hereby consent to having an investigation made of my character, professional reputation, and fitness for Alternative Business Structure certification. I agree to give any further information which may be required.

I also authorize and request every person, firm, company, corporation, governmental agency, court, association, or institution having control of any documents, records, and other information including documents, records, charges or complaints filed against me, formal or informal, pending or closed, or any other pertinent data, and to permit the Arizona Supreme Court, or any of its agents or representatives to inspect and make copies of such documents, records, and other information.

I release, discharge, and exonerate the Arizona Supreme Court, its agents and representatives, the State of Arizona, and any person furnishing information pursuant to this Authorization and Release from all liability which may arise from the investigation made by the Arizona Supreme Court.

I acknowledge that I have read this application form and that all statements are true and complete to the best of my knowledge and belief and that this Authorization and Release is freely given.

I understand willful omission or misrepresentation of any fact required to be disclosed in this application, or any accompanying statement, is grounds for refusing to issue or renew a license or for revoking or suspending a license.

I also declare under penalty of perjury under the laws of the State of Arizona that the foregoing is true and correct.

☒ ***By checking this box, I agree to the following:***

I certify under penalty of perjury that all information contained in my application, including all supporting documents, is true and correct to the best of my knowledge and belief. I understand that any false statements, misrepresentations or failures to disclose (omissions) made in this application may be grounds for denial of certification, subsequent suspension or revocation of certification or other disciplinary action.

Axiom Advice & Counsel LLC

Exhibit C-2 – Background Information

Application – Background Information Section – Bar Admission

Catherine Kemnitz, Manager and Designated Principal
Admitted to the New York State Bar in 2000
Attorney Registration #3040961



ARIZONA SUPREME COURT
Alternative Business Structure
Designated Principal Application

Please select one:

- ☒ Initial appointment of designated principal
☐ Change of designated principal
☐ Renewal of designated principal

Designated Principal's Full Name:

Legal Last Name
Kemnitz

Full First Name
Catherine

Full Middle Name

Previous/other name(s) if any:

First Name
Catherine

Middle Name
Marie

Last Name
Ugeux

Business Title/Position: Manager

Business Address (may not be a P.O. box):

(Street Address)
3 World Trade Center, 175
Greenwich Street

(City)
New York

(State)
NY

(Zip)
10007

Home Address (may not be a P.O. box):

(Street Address)

██████████

(City)

██████

(State)

██

(Zip)

██████

Business Telephone Number:

917-237-2918

Home Telephone number:

██████████

Social Security Number:

██████████

Date of Birth:

██████████

Background Information	
Have you:	
1) Committed material misrepresentation, omission, fraud, dishonesty, or corruption in applying for a certificate or on a certificate examination in this state or any other state?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Committed any act constituting material misrepresentation, omission, fraud, dishonesty or corruption in business or financial matters?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Had conduct showing incompetence or a source of injury and loss to the public?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Been convicted by final judgment of a felony, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Been convicted by final judgment of a misdemeanor, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) Been admitted to practice law in any jurisdiction? If yes, please identify the jurisdiction(s) and Bar license number(s):	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7) Had a professional or occupational license or certificate denied, revoked, suspended or any disciplinary action taken?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Been terminated, suspended, placed on probation, or other disciplinary action taken in the course of employment since the age of 21?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Been found civilly liable in an action involving misrepresentation, material omission, fraud, misappropriation theft or conversion?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Been placed on probation or parole?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) Violated any decision, order or rule issued by a professional regulatory entity?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12) Violated any order of a court, judicial officer, administrative tribunal, or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
13) Made a false or misleading statement or verification in support of an application for a certificate filed by another person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
14) Made a false or misleading oral or written statement to division staff or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

15) Failed to respond or furnish information to the division staff or the Board when the information was requested and was reasonably available to you and pertains to certification or investigative inquiries?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
16) Been a party to or claimed an interest in any civil proceedings in the last ten years (including but not limited to orders of protection, dissolution of marriage/family matters, bankruptcy, lawsuits, debt collection, etc.)? If so, provide details, including the case name and number, a copy of the original complaint, and a copy of the final disposition with your application?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Regarding criminal matters, the fact you entered into a plea bargain, or entered a “no contest” plea, or that a conviction has been vacated, pardoned, expunged, dismissed, or appealed does not mean that you can answer the question “No.” You must answer “Yes”.

If you answer “Yes” to any question in this section:

- You must submit a list of all incidents and complete a written explanation of the events for each. This includes incidents which may be pending and/or in litigation, and
- You must submit any and all documentation which shows where the violation, finding, or conviction occurred, the nature and details of the case, case disposition, court, case number, and any other relevant information.

ACKNOWLEDGEMENT OF DESIGNATED PRINCIPAL

I, Catherine Kemnitz , the Designated Principal pursuant to ACJA §7-209(K)(1), agree to ensure that the Alternative Business Structure:

- 1) Shall not allow the legal representation of clients, if the representation involves a conflict of interest as governed by Supreme Court Rule 42, ERs 1.7, 1.8, 1.9, 1.10, 1.11, 1.13 and 1.18.
- 2) Shall not take any action or engage in activity that interferes with the professional independence of lawyers or others authorized to provide legal services.
- 3) Shall ensure that legal services are delivered with reasonable diligence and promptness.
- 4) Shall not take an action or engage in any activity that misleads or attempts to mislead a client, a court, or others, either by the ABS’s own acts or omissions, or those of its members or employees, or by allowing or being complicit in the acts or omissions of others.
- 5) Shall maintain effective governance structures, arrangements, systems, and controls to ensure:
 - (i) Compliance with the requirements of Supreme Court rules and this section; and
 - (ii) Managers, economic interest holders, decision-makers, employees, or anyone employed, associated with, or engaged do not cause or substantially contribute to a breach of the ethical rules of Supreme Court Rule 42 or ACJA §7-209(K).
- 6) Must maintain records to demonstrate compliance with its obligations under the Supreme Court rules and ACJA §7-209(K).

- 7) Must monitor financial stability and business viability. When an ABS becomes aware it will cease to operate, it must affect an orderly wind-down of business activities and comply with the requirements for surrender of an ABS license.
- 8) Must monitor and manage all material risks to the business, including those which arise from connected businesses or connected services.
- 9) Must hold property of legal services clients separate from the property of the ABS. The requirements of Supreme Court Rules 42, ER 1.15 and Rule 43 are applicable to all legal services-related client property.
- 10) An ABS, its Authorized Persons and employees must cooperate with the Administrative Office of Courts, Committee on Alternative Business Structures, the State Bar of Arizona, the presiding disciplinary judge, and any court who oversees and investigates concerns related to its delivery of legal services.
- 11) Must respond promptly to the Administrative Office of Courts, Committee on Alternative Business Structures, the State Bar, the presiding disciplinary judge, and the Supreme Court and provide full and accurate information and documentation in response to any request or investigation.
- 12) Shall not attempt to prevent any person from providing information or documents in response to any request or investigation.
- 13) Must act promptly to take any remedial action requested by the State Bar, the Administrative Office of Courts, the presiding disciplinary judge, and the Supreme Court.
- 14) Shall assure that all authorized persons and employees, in matters pertaining to legal services, perform all duties and functions in the manner ethically required of a lawyer pursuant to Supreme Court Rule 42.

CONFLICT OF INTEREST STATEMENT:

Pursuant to Arizona Code of Judicial Administration (ACJA) § 7-209(K)(1), I certify Axiom Advice & Counsel LLC, a business entity seeking a license to operate as an Alternative Business Structure in the state of Arizona, shall not take any action or engage in any activity that interferes with the professional independence of lawyers or others authorized to provide legal services, or allow the legal representation of clients, if the representation involves a conflict of interest as governed by Supreme Court Rule 42, ERs 1.7, 1.8, 1.9, 1.10, 1.11, 1.13 and 1.18.

SUBMISSION TO JURISDICTION, AUTHORIZATION AND RELEASE

I hereby submit to the exclusive jurisdiction of the Arizona Supreme Court and agree to be subject to the regulatory and disciplinary authority of the Supreme Court and the State Bar of Arizona.

I hereby consent to having an investigation made of my character, professional reputation, and fitness for Alternative Business Structure certification. I agree to give any further information which may be required.

I also authorize and request every person, firm, company, corporation, governmental agency, court, association, or institution having control of any documents, records, and other information including documents, records, charges or complaints filed against me, formal or informal, pending or closed, or any other pertinent data, and to permit the Arizona Supreme Court, or any of its agents or representatives to inspect and make copies of such documents, records, and other information.

I release, discharge, and exonerate the Arizona Supreme Court, its agents and representatives, the State of Arizona, and any person furnishing information pursuant to this Authorization and Release from all liability which may arise from the investigation made by the Arizona Supreme Court.

I acknowledge that I have read this application form and that all statements are true and complete to the best of my knowledge and belief and that this Authorization and Release is freely given.

I understand willful omission or misrepresentation of any fact required to be disclosed in this application, or any accompanying statement, is grounds for refusing to issue or renew a license or for revoking or suspending a license.

I understand that resigning as the designated principal does not in any way impact or alter the Arizona Supreme Court, its agents and representatives, or State of Arizona authorities to pursue any issues or pending matters stemming from my time as the named Designated Principal.

I also declare under penalty of perjury under the laws of the State of Arizona that the foregoing is true and correct.

☒ ***By checking this box, I agree to the following:***

I certify under penalty of perjury that all information contained in my application, including all supporting documents, is true and correct to the best of my knowledge and belief. I understand that any false statements, misrepresentations or failures to disclose (omissions) made in this application may be grounds for denial of certification, subsequent suspension or revocation of certification or other disciplinary action.

Printed Name of Designated Principal

Catherine Kemnitz



ARIZONA SUPREME COURT
Alternative Business Structure
Authorized Person (Individual) Application

Please select one: ☒ Initial Application ☐ Change of Authorized Individual ☐ Renewal Application

Legal Name:			
Legal Last Name Kemnitz	Full First Name Catherine	Full Middle Name	
Business Title/Position: Manager			
Email address: catherine.kemnitz@axiomlaw.com			
Business Address (may not be a P.O. box):			
(Street Address) 3 World Trade Center, 175 Greenwich Street	(City) New York	(State) NY	(Zip) 10007
Home Address (may not be a P.O. box):			
(Street Address) [REDACTED]	(City) [REDACTED]	(State) [REDACTED]	(Zip) [REDACTED]
Business Telephone Number: 917-237-2918			
Home Telephone number: [REDACTED]		Date of Birth: [REDACTED]	
Social Security Number: [REDACTED]			
I have an economic interest in the Alternative Business Structure equal to or more than 10 percent of all economic interests in the Alternative Business Structure. If Yes, provide an affidavit with an explanation of your economic interest.			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I have a legal right to exercise decision making authority on behalf of the alternative business structure applicant. If yes provide an affidavit with an explanation of your decision making authority.			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Background Information	
Have you:	
1) Committed material misrepresentation, omission, fraud, dishonesty, or corruption in applying for a certificate or on a certificate examination in this state or any other state?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Committed any act constituting material misrepresentation, omission, fraud, dishonesty or corruption in business or financial matters?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Had conduct showing incompetence or a source of injury and loss to the public?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Been convicted by final judgment of a felony, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Been convicted by final judgment of a misdemeanor, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) Been admitted to practice law in any jurisdiction? If yes, please identify the jurisdiction(s) and Bar license number(s):	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7) Had a professional or occupational license or certificate denied, revoked, suspended or any disciplinary action taken?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Been terminated, suspended, placed on probation, or other disciplinary action taken in the course of employment since the age of 21?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Been found civilly liable in an action involving misrepresentation, material omission, fraud, misappropriation theft or conversion?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Been placed on probation or parole?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) Violated any decision, order or rule issued by a professional regulatory entity?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12) Violated any order of a court, judicial officer, administrative tribunal, or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
13) Made a false or misleading statement or verification in support of an application for a certificate filed by another person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

14) Made a false or misleading oral or written statement to division staff or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
15) Failed to respond or furnish information to the division staff or the Board when the information was requested and was reasonably available to you and pertains to certification or investigative inquiries?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
16) Been a party to or claimed an interest in any civil proceedings in the last ten years (including but not limited to orders of protection, dissolution of marriage/family matters, bankruptcy, lawsuits, debt collection, etc.)? If so, provide details, including the case name and number, a copy of the original complaint, and a copy of the final disposition with your application?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Regarding criminal matters, the fact you entered into a plea bargain, or entered a “no contest” plea, or that a conviction has been vacated, pardoned, expunged, dismissed, or appealed does not mean that you can answer the question “No.” You must answer “Yes”.

If you answer “Yes” to any question in this section:

- You must submit a list of all incidents and complete a written explanation of the events for each. This includes incidents which may be pending and/or in litigation, and
- You must submit any and all documentation which shows where the violation, finding, or conviction occurred, the nature and details of the case, case disposition, court, case number, and any other relevant information.

CONFLICT OF INTEREST STATEMENT

Pursuant to Arizona Code of Judicial Administration (ACJA) § 7-209(K)(1), I certify that the business entity named in this application and seeking a license to operate as an Alternative Business Structure in the state of Arizona, shall not take any action or engage in any activity that interferes with the professional independence of lawyers or others authorized to provide legal services, or allow the legal representation of clients, if the representation involves a conflict of interest as governed by Supreme Court Rule 42, ERs 1.7, 1.8, 1.9, 1.10, 1.11, 1.13 and 1.18.

SUBMISSION TO JURISDICTION, AUTHORIZATION, AND RELEASE

I hereby submit to the exclusive jurisdiction of the Arizona Supreme Court and agree to be subject to the regulatory and disciplinary authority of the Supreme Court and the State Bar of Arizona.

I hereby consent to having an investigation made of my character, professional reputation, and fitness for Alternative Business Structure certification. I agree to give any further information which may be required.

I also authorize and request every person, firm, company, corporation, governmental agency, court, association, or institution having control of any documents, records, and other information including documents, records, charges or complaints filed against me, formal or informal, pending or closed, or any other pertinent data, and to permit the Arizona Supreme Court, or any of its agents or representatives to inspect and make copies of such documents, records, and other information.

I release, discharge, and exonerate the Arizona Supreme Court, its agents and representatives, the State of Arizona, and any person furnishing information pursuant to this Authorization and Release from all liability which may arise from the investigation made by the Arizona Supreme Court.

I acknowledge that I have read this application form and that all statements are true and complete to the best of my knowledge and belief and that this Authorization and Release is freely given.

I understand willful omission or misrepresentation of any fact required to be disclosed in this application, or any accompanying statement, is grounds for refusing to issue or renew a license or for revoking or suspending a license.

I also declare under penalty of perjury under the laws of the State of Arizona that the foregoing is true and correct.

☒ ***By checking this box, I agree to the following:***

I certify under penalty of perjury that all information contained in my application, including all supporting documents, is true and correct to the best of my knowledge and belief. I understand that any false statements, misrepresentations or failures to disclose (omissions) made in this application may be grounds for denial of certification, subsequent suspension or revocation of certification or other disciplinary action.



ARIZONA SUPREME COURT
Alternative Business Structure
Authorized Person (Individual) Application

Please select one: ☒ Initial Application ☐ Change of Authorized Individual ☐ Renewal Application

Legal Name:			
Legal Last Name Shely	Full First Name Lynda	Full Middle Name Casterlin	
Business Title/Position: Manager and Compliance Lawyer			
Email address: lynda@shelylaw.com			
Business Address (may not be a P.O. box):			
(Street Address) 6501 E. Greenway Parkway Suite 103-406	(City) Scottsdale	(State) AZ	(Zip) 85254
Home Address (may not be a P.O. box):			
(Street Address) [REDACTED]	(City) [REDACTED]	(State) [REDACTED]	(Zip) [REDACTED]
Business Telephone Number: 480-905-7237			
Home Telephone number: [REDACTED]		Date of Birth: [REDACTED]	
Social Security Number: [REDACTED]			
I have an economic interest in the Alternative Business Structure equal to or more than 10 percent of all economic interests in the Alternative Business Structure. If Yes, provide an affidavit with an explanation of your economic interest.			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I have a legal right to exercise decision making authority on behalf of the alternative business structure applicant. If yes provide an affidavit with an explanation of your decision making authority.			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Background Information	
Have you:	
1) Committed material misrepresentation, omission, fraud, dishonesty, or corruption in applying for a certificate or on a certificate examination in this state or any other state?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Committed any act constituting material misrepresentation, omission, fraud, dishonesty or corruption in business or financial matters?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Had conduct showing incompetence or a source of injury and loss to the public?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Been convicted by final judgment of a felony, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Been convicted by final judgment of a misdemeanor, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) Been admitted to practice law in any jurisdiction? If yes, please identify the jurisdiction(s) and Bar license number(s):	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7) Had a professional or occupational license or certificate denied, revoked, suspended or any disciplinary action taken?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Been terminated, suspended, placed on probation, or other disciplinary action taken in the course of employment since the age of 21?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Been found civilly liable in an action involving misrepresentation, material omission, fraud, misappropriation theft or conversion?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Been placed on probation or parole?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) Violated any decision, order or rule issued by a professional regulatory entity?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12) Violated any order of a court, judicial officer, administrative tribunal, or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
13) Made a false or misleading statement or verification in support of an application for a certificate filed by another person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

14) Made a false or misleading oral or written statement to division staff or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
15) Failed to respond or furnish information to the division staff or the Board when the information was requested and was reasonably available to you and pertains to certification or investigative inquiries?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
16) Been a party to or claimed an interest in any civil proceedings in the last ten years (including but not limited to orders of protection, dissolution of marriage/family matters, bankruptcy, lawsuits, debt collection, etc.)? If so, provide details, including the case name and number, a copy of the original complaint, and a copy of the final disposition with your application?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Regarding criminal matters, the fact you entered into a plea bargain, or entered a “no contest” plea, or that a conviction has been vacated, pardoned, expunged, dismissed, or appealed does not mean that you can answer the question “No.” You must answer “Yes”.

If you answer “Yes” to any question in this section:

- You must submit a list of all incidents and complete a written explanation of the events for each. This includes incidents which may be pending and/or in litigation, and
- You must submit any and all documentation which shows where the violation, finding, or conviction occurred, the nature and details of the case, case disposition, court, case number, and any other relevant information.

CONFLICT OF INTEREST STATEMENT

Pursuant to Arizona Code of Judicial Administration (ACJA) § 7-209(K)(1), I certify that the business entity named in this application and seeking a license to operate as an Alternative Business Structure in the state of Arizona, shall not take any action or engage in any activity that interferes with the professional independence of lawyers or others authorized to provide legal services, or allow the legal representation of clients, if the representation involves a conflict of interest as governed by Supreme Court Rule 42, ERs 1.7, 1.8, 1.9, 1.10, 1.11, 1.13 and 1.18.

SUBMISSION TO JURISDICTION, AUTHORIZATION, AND RELEASE

I hereby submit to the exclusive jurisdiction of the Arizona Supreme Court and agree to be subject to the regulatory and disciplinary authority of the Supreme Court and the State Bar of Arizona.

I hereby consent to having an investigation made of my character, professional reputation, and fitness for Alternative Business Structure certification. I agree to give any further information which may be required.

I also authorize and request every person, firm, company, corporation, governmental agency, court, association, or institution having control of any documents, records, and other information including documents, records, charges or complaints filed against me, formal or informal, pending or closed, or any other pertinent data, and to permit the Arizona Supreme Court, or any of its agents or representatives to inspect and make copies of such documents, records, and other information.

I release, discharge, and exonerate the Arizona Supreme Court, its agents and representatives, the State of Arizona, and any person furnishing information pursuant to this Authorization and Release from all liability which may arise from the investigation made by the Arizona Supreme Court.

I acknowledge that I have read this application form and that all statements are true and complete to the best of my knowledge and belief and that this Authorization and Release is freely given.

I understand willful omission or misrepresentation of any fact required to be disclosed in this application, or any accompanying statement, is grounds for refusing to issue or renew a license or for revoking or suspending a license.

I also declare under penalty of perjury under the laws of the State of Arizona that the foregoing is true and correct.

☒ ***By checking this box, I agree to the following:***

I certify under penalty of perjury that all information contained in my application, including all supporting documents, is true and correct to the best of my knowledge and belief. I understand that any false statements, misrepresentations or failures to disclose (omissions) made in this application may be grounds for denial of certification, subsequent suspension or revocation of certification or other disciplinary action.



ARIZONA SUPREME COURT
Alternative Business Structure
Authorized Person (Individual) Application

Please select one: ☒ Initial Application ☐ Change of Authorized Individual ☐ Renewal Application

Legal Name:			
Legal Last Name Googin	Full First Name Sloane	Full Middle Name	
Business Title/Position: Manager			
Email address: sloane.googin@axiomlaw.com			
Business Address (may not be a P.O. box):			
(Street Address) 175 Greenwich Street,	(City) Manhattan	(State) NY	(Zip) 10007
Home Address (may not be a P.O. box):			
(Street Address) [REDACTED]	(City) [REDACTED]	(State) [REDACTED]	(Zip) [REDACTED]
Business Telephone Number: 203-241-5280			
Home Telephone number:		Date of Birth: [REDACTED]	
Social Security Number: [REDACTED]			
I have an economic interest in the Alternative Business Structure equal to or more than 10 percent of all economic interests in the Alternative Business Structure. If Yes, provide an affidavit with an explanation of your economic interest.			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
I have a legal right to exercise decision making authority on behalf of the alternative business structure applicant. If yes provide an affidavit with an explanation of your decision making authority.			<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Background Information	
Have you:	
1) Committed material misrepresentation, omission, fraud, dishonesty, or corruption in applying for a certificate or on a certificate examination in this state or any other state?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Committed any act constituting material misrepresentation, omission, fraud, dishonesty or corruption in business or financial matters?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Had conduct showing incompetence or a source of injury and loss to the public?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Been convicted by final judgment of a felony, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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6) Been admitted to practice law in any jurisdiction? If yes, please identify the jurisdiction(s) and Bar license number(s):	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
7) Had a professional or occupational license or certificate denied, revoked, suspended or any disciplinary action taken?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Been terminated, suspended, placed on probation, or other disciplinary action taken in the course of employment since the age of 21?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Been found civilly liable in an action involving misrepresentation, material omission, fraud, misappropriation theft or conversion?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Been placed on probation or parole?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) Violated any decision, order or rule issued by a professional regulatory entity?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12) Violated any order of a court, judicial officer, administrative tribunal, or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
13) Made a false or misleading statement or verification in support of an application for a certificate filed by another person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

14) Made a false or misleading oral or written statement to division staff or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
15) Failed to respond or furnish information to the division staff or the Board when the information was requested and was reasonably available to you and pertains to certification or investigative inquiries?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
16) Been a party to or claimed an interest in any civil proceedings in the last ten years (including but not limited to orders of protection, dissolution of marriage/family matters, bankruptcy, lawsuits, debt collection, etc.)? If so, provide details, including the case name and number, a copy of the original complaint, and a copy of the final disposition with your application?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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If you answer “Yes” to any question in this section:

- You must submit a list of all incidents and complete a written explanation of the events for each. This includes incidents which may be pending and/or in litigation, and
- You must submit any and all documentation which shows where the violation, finding, or conviction occurred, the nature and details of the case, case disposition, court, case number, and any other relevant information.

CONFLICT OF INTEREST STATEMENT

Pursuant to Arizona Code of Judicial Administration (ACJA) § 7-209(K)(1), I certify that the business entity named in this application and seeking a license to operate as an Alternative Business Structure in the state of Arizona, shall not take any action or engage in any activity that interferes with the professional independence of lawyers or others authorized to provide legal services, or allow the legal representation of clients, if the representation involves a conflict of interest as governed by Supreme Court Rule 42, ERs 1.7, 1.8, 1.9, 1.10, 1.11, 1.13 and 1.18.

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I hereby consent to having an investigation made of my character, professional reputation, and fitness for Alternative Business Structure certification. I agree to give any further information which may be required.

I also authorize and request every person, firm, company, corporation, governmental agency, court, association, or institution having control of any documents, records, and other information including documents, records, charges or complaints filed against me, formal or informal, pending or closed, or any other pertinent data, and to permit the Arizona Supreme Court, or any of its agents or representatives to inspect and make copies of such documents, records, and other information.

I release, discharge, and exonerate the Arizona Supreme Court, its agents and representatives, the State of Arizona, and any person furnishing information pursuant to this Authorization and Release from all liability which may arise from the investigation made by the Arizona Supreme Court.

I acknowledge that I have read this application form and that all statements are true and complete to the best of my knowledge and belief and that this Authorization and Release is freely given.

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I also declare under penalty of perjury under the laws of the State of Arizona that the foregoing is true and correct.

☒ ***By checking this box, I agree to the following:***

I certify under penalty of perjury that all information contained in my application, including all supporting documents, is true and correct to the best of my knowledge and belief. I understand that any false statements, misrepresentations or failures to disclose (omissions) made in this application may be grounds for denial of certification, subsequent suspension or revocation of certification or other disciplinary action.



ARIZONA SUPREME COURT Alternative Business Structure Compliance Lawyer Application

Please select one:

- ☒ Initial appointment of compliance lawyer
☐ Change of compliance lawyer
☐ Renewal of compliance lawyer

Compliance Lawyer's Full Name:

Legal Last Name
Shely

Full First Name
Lynda

Full Middle Name

Business Title/Position: Manager and Compliance Lawyer

Business Address (may not be a P.O. box):

(Street Address)

6501 E. Greenway Parkway Suite
103-406

(City)

Scottsdale

(State)

AZ

(Zip)

85254

Home Address (may not be a P.O. box):

(Street Address)

██████████

(City)

██████████

(State)

██

(Zip)

██████

Business Telephone Number:

480-905-7237

Home Telephone number:

██████████

Date of Birth:

██████████

Social Security Number:

██████████

Arizona State Bar License Number:

0015549

Date of admission:

05/21/1994

Background Information	
Have you:	
1) Committed material misrepresentation, omission, fraud, dishonesty, or corruption in applying for a certificate or on a certificate examination in this state or any other state?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2) Committed any act constituting material misrepresentation, omission, fraud, dishonesty or corruption in business or financial matters?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3) Had conduct showing incompetence or a source of injury and loss to the public?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
4) Been convicted by final judgment of a felony, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5) Been convicted by final judgment of a misdemeanor, regardless of whether civil rights have been restored?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6) Been admitted to practice law in any jurisdiction? If yes, please identify the jurisdiction(s) and Bar license number(s):	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
7) Had a professional or occupational license or certificate denied, revoked, suspended or any disciplinary action taken?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8) Been terminated, suspended, placed on probation, or other disciplinary action taken in the course of employment since the age of 21?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9) Been found civilly liable in an action involving misrepresentation, material omission, fraud, misappropriation theft or conversion?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
10) Been placed on probation or parole?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11) Violated any decision, order or rule issued by a professional regulatory entity?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
12) Violated any order of a court, judicial officer, administrative tribunal, or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
13) Made a false or misleading statement or verification in support of an application for a certificate filed by another person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

14) Made a false or misleading oral or written statement to division staff or the Board?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
15) Failed to respond or furnish information to the division staff or the Board when the information was requested and was reasonably available to you and pertains to certification or investigative inquiries?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
16) Been a party to or claimed an interest in any civil proceedings in the last ten years (including but not limited to orders of protection, dissolution of marriage/family matters, bankruptcy, lawsuits, debt collection, etc.)? If so, provide details, including the case name and number, a copy of the original complaint, and a copy of the final disposition with your application?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Regarding criminal matters, the fact you entered into a plea bargain, or entered a “no contest” plea, or that a conviction has been vacated, pardoned, expunged, dismissed, or appealed does not mean that you can answer the question “No.” You must answer “Yes”.

If you answer “Yes” to any question in this section:

- You must submit a list of all incidents and complete a written explanation of the events for each. This includes incidents which may be pending and/or in litigation, and
- You must submit any and all documentation which shows where the violation, finding, or conviction occurred, the nature and details of the case, case disposition, court, case number, and any other relevant information.

ACKNOWLEDGEMENT OF COMPLIANCE LAWYER

I, Lynda C. Shely, hereby consent to the designation of Compliance Lawyer pursuant to ACJA §7-209(G). I confirm that I meet the requirements of Arizona Supreme Court Rule 31.1(a)(1), and that I have not been subject to discipline by the State Bar of Arizona or any similar agency in any other jurisdiction during the past 10 years. I further confirm that I possess the qualifications set forth in §7-209(G)(3)(a) and experience in the legal field to ensure that ethical obligations, protection of the public, and standards of professionalism are adhered to. Pursuant to §7-209(G)(3)(b), I agree to take all reasonable steps to:

- (1) Ensure compliance with the ethical and professional responsibilities of lawyers in the Alternative Business Structure (“ABS”) providing legal services;
- (2) Ensure compliance by the ABS’s authorized persons;
- (3) Ensure the ABS’s authorized persons and others employed, associated with, or engaged by the ABS do not cause or substantially contribute to a breach of the regulatory requirements of this code or the ethical and professional obligations of lawyers;
- (4) Ensure that a prompt report is made to the state bar of any facts or matters reasonably believed to be a substantial breach of the regulatory requirements of this code or the ethical and professional obligations of lawyers;
- (5) Ensure that the State Bar is promptly informed of any fact or matter that reasonably should be brought to its attention in order that the state bar may investigate whether a breach of regulatory or ethical requirements has occurred; and

- (6) Notify division staff and the state bar in writing when the compliance lawyer has ceased to be the compliance lawyer for the ABS.

I agree that I have read and understand Rule 61 of the Rules of Supreme Court and that if I fail to comply with these obligations, including any failure to report any facts or matters reasonably believed to amount to a substantial breach of the regulatory requirements of ACJA §7-209 or the ethical and professional obligations of lawyers, in addition to other possible sanctions, I may be suspended on an interim basis.

CONFLICT OF INTEREST STATEMENT:

Pursuant to Arizona Code of Judicial Administration (ACJA) § 7-209(K)(1), I certify Axiom Advice & Counsel LLC a business entity seeking a license to operate as an Alternative Business Structure in the state of Arizona, shall not take any action or engage in any activity that violates Supreme Court Rule 42, or allow the legal representation of clients, if the representation involves a conflict of interest as governed by Supreme Court Rule 42, ERs 1.7, 1.8, 1.9, 1.10, 1.11, 1.13 and 1.18.

AUTHORIZATION AND RELEASE

Having filed this application, I hereby consent to having an investigation made of my character, professional reputation, and fitness for Alternative Business Structure certification. I agree to give any further information which may be required.

I also authorize and request every person, firm, company, corporation, governmental agency, court, association, or institution having control of any documents, records, and other information including documents, records, charges or complaints filed against me, formal or informal, pending or closed, or any other pertinent data, and to permit the Arizona Supreme Court, or any of its agents or representatives to inspect and make copies of such documents, records, and other information.

I release, discharge, and exonerate the Arizona Supreme Court, its agents and representatives, the State of Arizona, and any person furnishing information pursuant to this Authorization and Release from all liability which may arise from the investigation made by the Arizona Supreme Court.

I acknowledge that I have read this application form and that all statements are true and complete to the best of my knowledge and belief and that this Authorization and Release is freely given.

I understand willful omission or misrepresentation of any fact required to be disclosed in this application, or any accompanying statement, is grounds for refusing to issue or renew a license or for revoking or suspending a license.

I understand that resigning as Compliance Lawyer does not in any way impact or alter the Arizona Supreme Court, its agents and representatives or State of Arizona authorities to pursue any issues or pending matters stemming from my time as the named Compliance Lawyer.

I also declare under penalty of perjury under the laws of the State of Arizona that the foregoing is true and correct.

☒ *By checking this box, I agree to the following:*

I certify under penalty of perjury that all information contained in my application, including all supporting documents, is true and correct to the best of my knowledge and belief. I understand that any false statements, misrepresentations or failures to disclose (omissions) made in this application may be grounds for denial of certification, subsequent suspension or revocation of certification or other disciplinary action.

Printed Name of Compliance Lawyer

Lynda C. Shely

**Axiom Advice & Counsel, LLC – ABS Application Compliance Lawyer:
Lynda C. Shely**

States Where Lynda Shely Is Admitted to Practice Law:

Pennsylvania (December, 1987) Bar No: 51489

District of Columbia (August, 1988) Bar No: 415301

Arizona (May, 199) Bar No: 0015549



Corporations Division

COMMISSIONERS

Lea Márquez Peterson - Chairwoman
Sandra D. Kennedy
Justin Olson
Anna Tovar
Jim O'Connor

Date: 2/7/2022

Delivered via: Email

JAMES P. O'SULLIVAN, ESQ.
2525 E CALEBACK RD 7TH FLOOR
PHOENIX AZ 85016
USA

RE: Entity Name: Axiom Advice & Counsel LLC
ACC File Number: 23330634
ACC Order Number: 202202071584263
Document Received 02/07/2022
Date:
Document Type: Articles of Organization

We are pleased to notify you that the document referenced above submitted for the entity referenced above has been APPROVED for filing.

If the statutory agent street address is NOT in Maricopa County or Pima County, the document must be published. The publication must be completed within 60 days after 02/07/2022, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the statutory agent's street address in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at <http://azcc.gov/docs/default-source/corps-files/newspaper-list-for-publishing.pdf>. You may receive an Affidavit of Publication from the newspaper that may be filed with the ACC, but filing it is not mandatory.

If the statutory agent street address is in Maricopa County or Pima County, the Commission has already posted notice of the approved document on its website at <http://ecorp.azcc.gov/publicnotice/index>. This posting by the Commission satisfies the statutory requirement for public notice, and no further action on your part is required in order to satisfy the notice requirement. You may, however, choose to provide additional public notice by publishing a copy of the approved document in a newspaper. If you choose to publish, the publication must be completed within 60 days after 02/07/2022, which is the date the ACC approved the document for filing, and must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers in each county is available on the ACC website at <http://azcc.gov/docs/default-source/corps-files/newspaper-list-for-publishing.pdf>.

The Corporations Division strongly recommends that you periodically monitor your limited liability company's public record, which can be viewed at ecorp.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Tanya Gibson
1300 W.Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

ARTICLES OF ORGANIZATION

OF LIMITED LIABILITY COMPANY

ENTITY INFORMATION

ENTITY NAME: AXIOM ADVICE & COUNSEL LLC
ENTITY ID: 23330634
ENTITY TYPE: Domestic LLC
EFFECTIVE DATE: 02/07/2022
CHARACTER OF BUSINESS: Any legal purpose
MANAGEMENT STRUCTURE: Manager-Managed
PERIOD OF DURATION: Perpetual
PROFESSIONAL SERVICES: N/A

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME: C T Corporation System
PHYSICAL ADDRESS: 3800 N Central Ave Ste 460, PHOENIX, AZ 85012
MAILING ADDRESS: 3800 N Central Ave Ste 460, PHOENIX, AZ 85012

PRINCIPAL ADDRESS

11201 N. Tatum Blvd., Ste. 300, PMB 81879, PHOENIX, AZ 85028

PRINCIPALS

Manager: Catherine Kemnitz - c/o Axiom Global Inc., 3 World Trade Center, 175 Greenwich Street, 50th Floor, NEW YORK, NY, 10007, USA - - Date of Taking Office:

Manager: Sloane Googin - c/o Axiom Global Inc., 3 World Trade Center, 175 Greenwich Street, 50th Floor, NEW YORK, NY, 10007, USA - - Date of Taking Office:

Member: Axiom Global Inc. - 3 World Trade Center, 175 Greenwich Street, 50th Floor, NEW YORK, NY, 10007, USA - - Date of Taking Office:

ORGANIZERS

Catherine Kemnitz

SIGNATURES

Authorized Agent: Catherine Kemnitz - 02/07/2022

**ARTICLES OF ORGANIZATION
OF
AXIOM ADVICE & COUNSEL LLC
(an Arizona Limited Liability Company)**

1. **Name.** The name of the limited liability company is “Axiom Advice & Counsel LLC” (the “Company”).

2. **Principal Address.** The principal address of the Company is:

11201 N. Tatum Blvd., Ste. 300
PMB 81879
Phoenix, Arizona 85028-6039

3. **Statutory Agent.** The name and the physical and mailing address in Arizona of the Company’s agent for service of process are:

C T Corporation System
3800 N. Central Ave., Suite 460
Phoenix, AZ 85012

4. **Management.** Management of the Company is vested in the Managers.

5. **Managers.** The names and addresses of the Managers of the Company as of the filing of these Articles are:

Catherine Kemnitz
c/o Axiom Global Inc.
3 World Trade Center
175 Greenwich Street, 50th Floor
New York, NY 10007

Sloane Googin
c/o Axiom Global Inc.
3 World Trade Center
175 Greenwich Street, 50th Floor
New York, NY 10007

6. **Major Member.** The name and address of the Member who owns a 20% or greater interest in the capital or profits of the Company as of the filing of these Articles are:

Axiom Global Inc.
3 World Trade Center
175 Greenwich Street, 50th Floor
New York, NY 10007



Catherine Kemnitz, Manager
February 4, 2022

Clear Form

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE*Please read Instructions [M002i](#)*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):

Axiom Advice & Counsel LLC

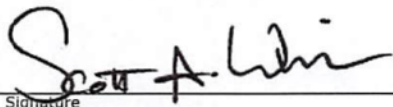
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

C T Corporation System

3. STATUTORY AGENT SIGNATURE:

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



Scott White, Assistant Secretary

2/4/2022

Signature

Printed Name

Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> Entity as statutory agent: I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
--	--

Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing)
All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection. If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.



Corporations Division

COMMISSIONERS

Lea Márquez Peterson - Chairwoman
Sandra D. Kennedy
Justin Olson
Anna Tovar
Jim O'Connor

Date: 2/9/2022

Delivered via: Email

JAMES P. O'SULLIVAN, ESQ.
2525 E CALEBACK RD 7TH FLOOR
PHOENIX AZ 85016
USA

RE: **Entity Name:** Axiom Advice & Counsel LLC
 ACC File Number: 23330634
 ACC Order Number: 202202091588469
 Document Received Date: 02/09/2022
 Document Type: Articles of Amendment - LLC

We are pleased to notify you that the document referenced above submitted for the entity referenced above has been APPROVED for filing.

The Corporations Division strongly recommends that you periodically monitor your limited liability company's public record, which can be viewed at ecorp.azcc.gov. If you have questions or for further information, contact Customer Service at 602-542-3026, or, within Arizona only, 800-345-5819.

Division Director Tanya Gibson
1300 W. Washington Street, Phoenix, AZ 85007 | 602-542-3026 | azcc.gov

ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION

LIMITED LIABILITY COMPANY

ENTITY INFORMATION

ENTITY NAME: AXIOM ADVICE & COUNSEL LLC
ENTITY ID: 23330634
ENTITY TYPE: Domestic LLC
PERIOD OF DURATION: Perpetual
PROFESSIONAL SERVICES:
CHARACTER OF BUSINESS: Any legal purpose
MANAGEMENT STRUCTURE: Manager-Managed

FORMER ENTITY NAME No name change

STATUTORY AGENT INFORMATION

STATUTORY AGENT NAME: C T Corporation System
PHYSICAL ADDRESS: 3800 N Central Ave Ste 460, PHOENIX, AZ 85012
MAILING ADDRESS: 3800 N Central Ave Ste 460, PHOENIX, AZ 85012

KNOWN PLACE OF BUSINESS

11201 N. Tatum Blvd., Ste. 300, PMB 81879, PHOENIX, AZ 85028

PRINCIPALS

Manager: Catherine Kemnitz - c/o Axiom Global Inc., 3 World Trade Center, 175 Greenwich Street, 50th Floor, NEW YORK, NY, 10007, USA - - Date of Taking Office:

Manager: Lynda Shely - 6501 E. Greenway Parkway, Suite 103-406, SCOTTSDALE, AZ, 85254, USA - - Date of Taking Office:

Manager: Sloane Googin - c/o Axiom Global Inc., 3 World Trade Center, 175 Greenwich Street, 50th Floor, NEW YORK, NY, 10007, USA - - Date of Taking Office:

Member: Axiom Global Inc. - 3 World Trade Center, 175 Greenwich Street, 50th Floor, NEW YORK, NY, 10007, USA - - Date of Taking Office:

SIGNATURE

Authorized Agent: Catherine Kemnitz - 02/09/2022

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

ARTICLES OF AMENDMENT

Read the Instructions [L015i](#)

1. **ENTITY NAME** – give the exact name of the LLC as currently shown in A.C.C. records:

Axiom Advice & Counsel LLC

CHECK THE BOX NEXT TO EACH CHANGE BEING MADE AND COMPLETE THE REQUESTED INFORMATION FOR THAT CHANGE.

2. ☐ **ENTITY NAME CHANGE** – type or print the exact NEW name of the LLC in the space below:

3. ☐ **MEMBERS CHANGE (CHANGE IN MEMBERS)** – *see Instructions L015i* – Use one block per person -
To REMOVE a member - list the name only of the member being removed and check "Remove member."
To ADD a member - list the name and address of the member being added and check "Add member."
To CHANGE ADDRESS only - list the name and NEW address and check "Address change."
To CHANGE NAME of existing member - list the current name, then the NEW name, and check "Name change."
If more space is needed, complete and attach the [Amendment Attachment for Member form L044](#).

1.			2.		
Name currently shown in ACC records			Name currently shown in ACC records		
NEW Name			NEW Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
<input type="checkbox"/> Address change <input type="checkbox"/> Add member			<input type="checkbox"/> Address change <input type="checkbox"/> Add member		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove member			<input type="checkbox"/> Name change <input type="checkbox"/> Remove member		
3.			4.		
Name currently shown in ACC records			Name currently shown in ACC records		
NEW Name			NEW Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
<input type="checkbox"/> Address change <input type="checkbox"/> Add member			<input type="checkbox"/> Address change <input type="checkbox"/> Add member		
<input type="checkbox"/> Name change <input type="checkbox"/> Remove member			<input type="checkbox"/> Name change <input type="checkbox"/> Remove member		

4. ☒ **MANAGERS CHANGE (CHANGE IN MANAGERS) – Use one block per person –**
 To REMOVE a manager - list the name only of the manager being removed and check "Remove manager."
 To ADD a manager - list the name and address of the manager being added and check "Add manager."
 To CHANGE ADDRESS only - list the name and NEW address and check "Address change."
 To CHANGE NAME of existing manager - list the current name, then the NEW name, and check "Name change."
 If more space is needed, complete and attach the Amendment Attachment for Managers form L043.

1.			2.		
Name currently shown in ACC records Lynda Shely			Name currently shown in ACC records		
NEW Name 6501 E. Greenway Parkway			NEW Name		
Address 1 Suite 103-406			Address 1		
Address 2 (optional) Scottsdale		State or Province AZ	Address 2 (optional)		State or Province
City UNITED STATES		Zip 85254	City		Zip
Country <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Add manager <input type="checkbox"/> Name change <input type="checkbox"/> Remove manager			Country <input type="checkbox"/> Address change <input type="checkbox"/> Add manager <input type="checkbox"/> Name change <input type="checkbox"/> Remove manager		

5. ☐ **MANAGEMENT STRUCTURE CHANGE – see Instructions L015i – check only one box below and follow Instructions. All persons will be listed on the appropriate Attachment form.**
- ☐ CHANGING TO MANAGER-MANAGED LLC – complete and attach the Manager Structure Attachment form L040. The filing will be rejected if it is submitted without the attachment.
- ☐ CHANGING TO MEMBER-MANAGED LLC – complete and attach the Member Structure Attachment form L041. The filing will be rejected if it is submitted without the attachment.

6. <input type="checkbox"/> STATUTORY AGENT CHANGE – NEW AGENT APPOINTED – see Instructions L015i:					
6.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the NEW statutory agent:			6.2 REQUIRED – mailing address in Arizona of NEW Statutory Agent, if different from street address (can be a P.O. Box): <input type="checkbox"/> Check box if same as street address.		
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)		State	Address 2 (optional)		State
City		Zip	City		Zip
6.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with these Articles of Amendment.					

7. <input type="checkbox"/> STATUTORY AGENT ADDRESS CHANGE – ADDRESS OF CURRENT STATUTORY AGENT – complete 7.1 and 7.2:					
7.1 NEW physical or street address (not a P. O. Box) in Arizona of the existing statutory agent:			7.2 NEW mailing address in Arizona of the existing statutory agent (can be a P.O. Box):		
Attention (optional)			Attention (optional)		
Address 1			Address 1		
Address 2 (optional)		State	Address 2 (optional)		State
City		Zip	City		Zip

8. ☐ **PRINCIPAL ADDRESS CHANGE:**

8.1 Is the NEW principal address the same as the street address of the statutory agent?

- ☐ Yes - go to number 9 and continue
- ☐ No - go to number 8.2 and continue

8.2 If you answered "No" to number 8.1, give the NEW principal address (can be outside of Arizona and can be a P.O. Box.)

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

9. ☐ **ENTITY TYPE CHANGE** - if changing entity type, check one and follow instructions:

- ☐ Changing to a PROFESSIONAL LLC - number 10 must also be completed.
- ☐ Changing to a NON-PROFESSIONAL LLC (professional LLC becoming a regular LLC).

10. ☐ **PROFESSIONAL SERVICES CHANGE** - describe the NEW type of professional services the professional LLC will render:11. ☐ **OTHER AMENDMENT** - if an amendment was made that was not addressed by the check boxes on this form, then you must attach to these Articles of Amendment a complete copy of the LLC's written amendment.

SIGNATURE: By checking the box marked "I accept" below, I acknowledge under penalty of law that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


Catherine Kemnitz

02/09/2022

Signature

Printed Name

Date (mm/dd/yy)

REQUIRED - check only one and fill in the corresponding blank if signing for an entity:☒ I am an individual authorized to sign this document.☐ I am signing on behalf of an entity that is authorized to sign this document.

Expedited or Same Day/Next Day services are available for an additional fee - see Instructions or Cover sheet for prices.

Filing Fee: \$25.00 (regular processing)

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Examination Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business. All documents filed with the Arizona Corporation Commission are public record and are open for public inspection. If you have questions after reading the instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

STATE OF ARIZONA



Office of the CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING

I, the undersigned Executive Director of the Arizona Corporation Commission, do hereby certify that:

Axiom Advice & Counsel LLC

ACC file number: 23330634

was incorporated under the laws of the State of Arizona on 02/07/2022, and that, according to the records of the Arizona Corporation Commission, said limited liability company is in good standing in the State of Arizona as of the date this Certificate is issued.

This Certificate relates only to the legal existence of the above named entity as of the date this Certificate is issued, and is not an endorsement, recommendation, or approval of the entity's condition, business activities, affairs, or practices.

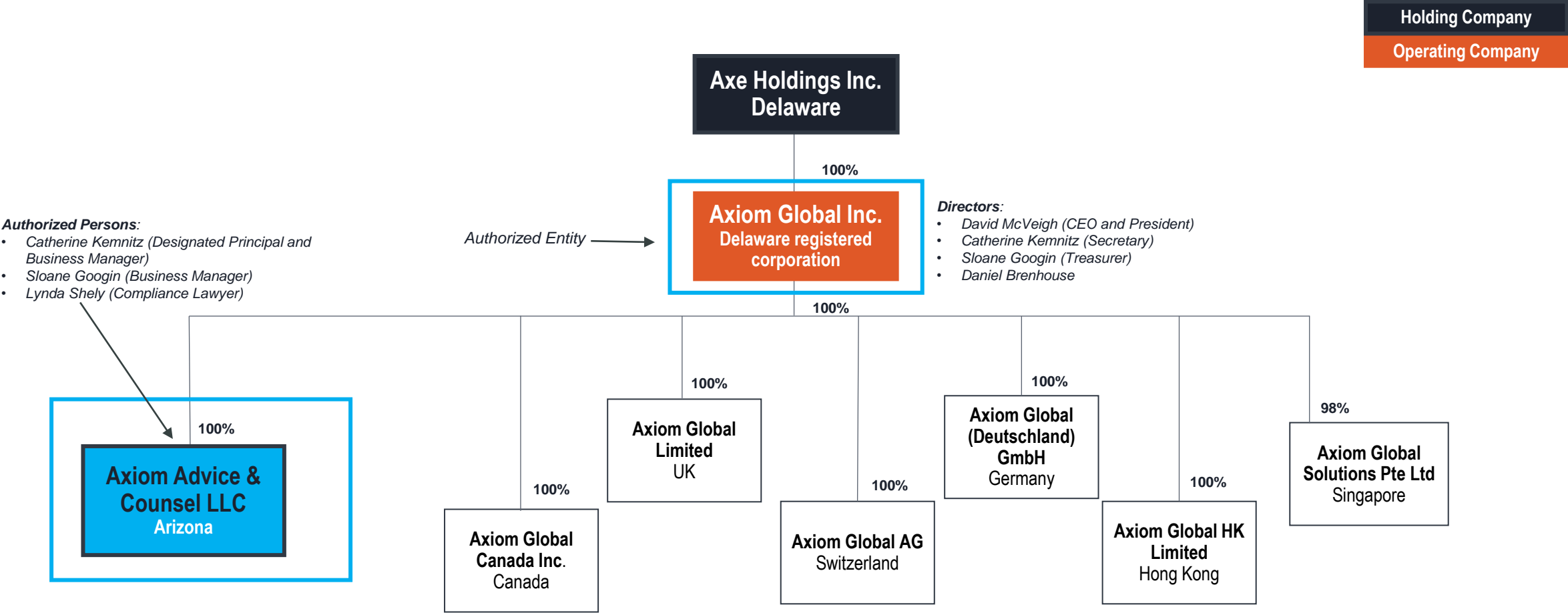
IN WITNESS WHEREOF, I have hereunto set my hand, affixed the official seal of the
Arizona Corporation Commission, and issued this Certificate on this date: **02/09/2022**



A handwritten signature in black ink, reading "Matthew Neubert".

Matthew Neubert, Executive Director

AXIOM ADVICE & COUNSEL LLC
EXHIBIT E – ENTITY CHART





CERTIFICATE OF LIABILITY INSURANCE

DATE(MM/DD/YYYY)
04/19/2021

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Aon Risk Services Northeast, Inc. New York NY Office One Liberty Plaza 165 Broadway, Suite 3201 New York NY 10006 USA	CONTACT NAME:	
	PHONE (A/C. No. Ext): (866) 283-7122	FAX (A/C. No.): (800) 363-0105
INSURED Axiom Global Inc. 3 World Trade Center 175 Greenwich Street -50th Floor New York NY 10007 USA	E-MAIL ADDRESS:	
	INSURER(S) AFFORDING COVERAGE	
	NAIC #	
	INSURER A: The Continental Insurance Company	35289
	INSURER B: National Fire Ins. Co. of Hartford	20478
	INSURER C: Continental Casualty Company	20443
	INSURER D: Columbia Casualty Company	31127
INSURER E:		
INSURER F:		

Holder Identifier :

COVERAGES**CERTIFICATE NUMBER:** 570087045800**REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

Limits shown are as requested

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
B	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> <input type="checkbox"/> GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC <input type="checkbox"/> OTHER:			6080608982	03/31/2021	03/31/2022	EACH OCCURRENCE \$1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$100,000 MED EXP (Any one person) \$15,000 PERSONAL & ADV INJURY \$1,000,000 GENERAL AGGREGATE \$2,000,000 PRODUCTS - COMP/OP AGG \$2,000,000
C	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input type="checkbox"/> OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY			6080612028	03/31/2021	03/31/2022	COMBINED SINGLE LIMIT (Ea accident) \$1,000,000 BODILY INJURY (Per person) BODILY INJURY (Per accident) PROPERTY DAMAGE (Per accident)
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input checked="" type="checkbox"/> RETENTION \$10,000			6080612675	03/31/2021	03/31/2022	EACH OCCURRENCE \$10,000,000 AGGREGATE \$10,000,000
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR / PARTNER / EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	<input type="checkbox"/> Y <input checked="" type="checkbox"/> N	N/A	6080614474	03/31/2021	03/31/2022	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$1,000,000 E.L. DISEASE-EA EMPLOYEE \$1,000,000 E.L. DISEASE-POLICY LIMIT \$1,000,000
D	E&O-PL-Primary			596876324/LPL10012622703 See Attached Details	03/31/2021	03/31/2022	Per Claim \$10,000,000 Aggregate \$20,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Evidence Only

CERTIFICATE HOLDER**CANCELLATION**

Axiom Global Limited 295 Lafayette St. Ste 700 New York NY 10012 USA	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE <i>Aon Risk Services Northeast, Inc.</i>

Certificate No : 570087045800

**ADDITIONAL REMARKS SCHEDULE**

Page _ of _

AGENCY Aon Risk Services Northeast, Inc.		NAMED INSURED Axiom Global Inc.
POLICY NUMBER See Certificate Number: 570087045800		
CARRIER See Certificate Number: 570087045800	NAIC CODE	EFFECTIVE DATE:

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,
FORM NUMBER: ACORD 25 **FORM TITLE:** Certificate of Liability Insurance

ADDITIONAL POLICY INFORMATION**PROFESSIONAL LIMITS OF LIABILITY:**

ENDURANCE AMERICAN SPECIALTY INSURANCE COMPANY LIMIT OF LIABILITY: \$5,000,000 PER CLAIM \$10,000,000 AGGREGATE

COLUMBIA CASUALTY COMPANY LIMIT OF LIABILITY: \$5,000,000 PER CLAIM \$10,000,000 AGGREGATE

TOTAL LAYER LIMIT OF LIABILITY: \$10,000,000 PER CLAIM \$20,000,000 AGGREGATE (WORLDWIDE COVERAGE)
RETENTION: \$200,000

CYBER LIABILITY: POLICY NO. BCRS1-4007726-00, WRITTEN BY BERKLEY INSURANCE COMPANY, LIMIT OF LIABILITY: \$5,000,000

Axiom Advice & Counsel LLC

Exhibit A – Leadership Biographies

COMPLIANCE LAWYER

Lynda C. Shely

Compliance Lawyer, Manager, and Authorized Person of Axiom Advice & Counsel LLC
The Shely Firm, PC
Scottsdale, Arizona

Bio:

Lynda provides ethics advice to over 1900 U.S. law firms through her Scottsdale law firm. That ethics advice includes professional responsibility, professionalism and legal risk management topics including, for instance, guidance on fee arrangements, billing procedures, policies and procedures for establishing a law firm, law firm client intake conflict checking, docketing, communication obligations, conflict of interest analysis, onboarding and training of new employees, law firm dissolution obligations, trust account internal controls and Rule 43 compliance, confidentiality obligations, training of nonlawyer personnel on avoiding the unauthorized practice of law, and advertising/marketing ethics guidance. Prior to opening her own firm, she was the Director of Lawyer Ethics for the State Bar of Arizona for ten years. Prior to moving to Arizona, Lynda was an attorney with Morgan, Lewis & Bockius in Washington, DC, practicing in intellectual property. Lynda is chair of the ABA Standing Committee on Ethics and Professional Responsibility, an Arizona Delegate in the ABA House of Delegates, and volunteers with several other nonbillable groups involved in legal ethics matters, including as a member of the Arizona Supreme Court's Board of Nonlawyer Legal Service Providers. She is a past president of the Association of Professional Responsibility Lawyers and the Scottsdale Bar Association and has been an adjunct professor at all Arizona law schools, teaching professional responsibility. She was an advisor to the Arizona Supreme Court's Task Force on the Delivery of Legal Services and currently serves on the State Bar of Arizona Ethics Advisory Group. Lynda received her BA from Franklin & Marshall College in Lancaster, PA and her JD from Catholic University in Washington, DC.

DESIGNATED PRINCIPAL

Catherine Kemnitz

Designated Principal, Manager, and Authorized Person of Axiom Advice & Counsel LLC
Chief Legal Officer at Axiom Global Inc.
New York, NY / St. Paul, MN

Bio:

Catherine Kemnitz is the Chief Legal Officer and a member of the Executive Leadership Team, at Axiom. In her current role, Ms. Kemnitz leads the global Legal & Compliance, Corporate Development, and Corporate Secretary functions. Ms. Kemnitz joined Axiom eight years ago to lead the Minneapolis office, and soon after was also involved in the acquisition and integration of Cognition, a Canadian legal talent provider. Next, she moved into an operations role to guide Axiom's public company readiness efforts. In 2019 Ms. Kemnitz led the restructuring of Axiom leading to its filing to become public and ultimate acquisition.

Ms. Kemnitz has a unique and extensive track record in the legal industry, having experienced it from multiple vantage points for almost 25 years. She is a thought leader, having published a number of industry focused articles in leading legal publications. Ms. Kemnitz earned a Masters in Corporate and Commercial Law & Taxation from the Université Paris 2 Panthéon-Assas in France, and an LL.M. in Corporation Law, Banking, Securities Laws and Taxation from New York University School of Law. She has been a member of the New York bar since 2000. She practiced law for eight years at Shearman and Sterling in New York, focusing on Capital Markets. Prior to joining Axiom, Ms. Kemnitz headed Corporate Development for the Legal Division of Thomson Reuters, constantly monitoring and engaging with innovators in the legal industry. In that role she led the acquisition and integration of Practical Law and the acquisition of many other innovative companies in the legal industry.

OTHER AUTHORIZED PERSON

Sloane Googin

Authorized Person and Manager of Axiom Advice & Counsel LLC
CFO at Axiom Global Inc.
New York City Metropolitan Area

Bio:

Sloane Googin is the Chief Financial Officer of Axiom. In that role Mr. Googin leads the finance, accounting, and facilities functions. Prior to joining Axiom in 2020, Mr. Googin served as the CFO for Dynata, a first-party data and insights platform company. There, he helped lead the business through a period of organic and inorganic growth, and internal transformation. Prior to Dynata, Mr. Googin spent 10 years at The Nielsen Company, where he last served as SVP of Global Financial Planning and Analysis, responsible for nearly all aspects of finance with an emphasis on process and operational improvements, mergers and acquisitions, and strategic planning. He also served as CFO to various Nielsen business units, including the Global Business Services Division. Prior to his time at Nielsen, he held various executive finance positions at General Electric Company and General Electric Capital. Googin received his BS in Information Systems from the University of Connecticut.

Exhibit B – Operating Agreement Excerpt

ARTICLE II.

Powers and Duties of Managers, Compliance Lawyer and Designated Principal

Section 2.01. Managers of the Company. The powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed, operated and controlled by or under the direction of, the managers of the Company (individually a “**Manager**” and together the “**Managers**”), who shall be appointed by the Sole Member. Each Manager shall have, and is hereby granted, the full and complete power, authority and discretion for, on behalf of and in the name of the Company, without any further act, vote, approval or consent of any Member, to take such actions, and authorize any Person (including any Member, Manager or Officer (defined below)) to enter into and perform under any document, agreement or instrument on behalf of the Company, as it may in its sole discretion deem necessary or advisable to carry out any and all of the objectives and purposes of the Company. As used in this Agreement “**Person**” means an individual, a corporation, an estate, a trust, a partnership, a limited liability company, a business or similar trust, an association, a joint venture, a public corporation, a government, a governmental subdivision, agency or instrumentality or any other legal or commercial entity.

Section 2.02. Designated Principal. A designated principal shall be appointed under ACJA Section 7-209 (the “**Designated Principal**”) by Member Vote. The Designated Principal shall comply with all regulatory obligations set forth in the ACJA, Section 7-209, including but not limited to: (i) respond to communications from division staff of the Arizona Supreme Court (“**division staff**”) on any administrative, procedural or operational issue; (ii) notify division staff of any change in the Designated Principal, Compliance Lawyer, or “authorized persons” (as defined in ACJA Section 7-209(A)) or any change in the telephone number, business address, mailing address, or home address of the Designated Principal, Compliance Lawyer, or “authorized persons” (as defined in ACJA Section 7-209(A)), or any other required database information within 3 business days of the change; (iii) ensure compliance by the Company with the Alternative Business Structure (“**ABS**”) Code of Conduct set forth in ACJA Section 7-209; (iv) have any other qualifications as may be required by the ACJA; and (v) have the duties and responsibilities set forth in, and comply with, the ACJA and any other regulatory requirements governing ABSs in Arizona (collectively, the “**Designated Principal Minimum Requirements**”). The initial Designated Principal of the Company shall be Catherine Kemnitz. The initial Designated Principal shall serve until replaced or terminated as provided herein. Upon a Member Vote, the Members may hire, terminate, or replace the Designated Principal. The Designated Principal shall be automatically terminated if the individual fails to meet any of the Designated Principal Minimum Requirements. Any Designated Principal may resign as the Designated Principal at any time by giving at least 30 days’ written notice to the Sole Member or upon earlier acceptance by the Sole Member.

Section 2.03. Compliance Lawyer. A compliance lawyer shall be appointed by ACJA Section 7-209(G)(3) (the “**Compliance Lawyer**”) by Member Vote. The Compliance Lawyer shall: (i) be an attorney, duly licensed and in good standing to practice law in the State of Arizona; (ii) be appointed as a Manager of the Company; (iii) possess credentials and experience in the legal field to ensure that the ethical obligations, protection of the public, and standards of professional conduct are adhered to; and (iv) have any other qualifications as may be required by ACJA Section 7-209. The Compliance Lawyer shall have the duties and responsibilities set forth in, and comply with, ACJA Section 7-209, the Arizona Rules of the Supreme Court, and any other regulatory requirements governing ABSs in Arizona, including, but not limited to (collectively, the “**Compliance Lawyer Minimum Requirements**”):

- (a) Ensure compliance with the ethical and professional responsibilities of lawyers in the Company providing legal services;
- (b) Ensure compliance by the Company’s “authorized persons” (as defined in ACJA Section 7-209(A));
- (c) Ensure the Company’s “authorized persons” (as defined in ACJA Section 7-209(A)) and others employed, associated with, or engaged by the Company do not cause or substantially contribute to a breach of the regulatory requirements of the ACJA or the ethical and professional obligations of the lawyers;
- (d) Ensure that a prompt report is made to the State Bar of Arizona of any facts or matters reasonably believed to be a substantial breach of the regulatory requirements of the ACJA or the ethical and professional obligations of the lawyers;
- (e) Ensure that the State Bar of Arizona is promptly informed of any fact or matter that reasonably should be brought to its attention in order for the State Bar of Arizona to investigate whether a breach of regulatory or ethical requirements has occurred; and
- (f) Notify division staff of the Arizona Supreme Court and the State Bar of Arizona within 3 days when the Compliance Lawyer ceases to be the Compliance Lawyer.

The initial Compliance Lawyer shall be Lynda Shely. The initial Compliance Lawyer shall serve until replaced or terminated as provided herein. Upon a Member Vote, the Members may hire, terminate, or replace the Compliance Lawyer. The Compliance Lawyer shall be automatically terminated if the individual fails to meet any of the Compliance Lawyer Minimum Requirements. Any Compliance Lawyer may resign as the Compliance Lawyer at any time by giving at least 60 days’ written notice to all the Members.

Section 2.04. Law Practice Manager Authority and Responsibility. The Manager who manages the legal services provided by the Company (the “**Law Practice Manager**”) shall be a lawyer admitted and authorized to practice law in Arizona to oversee and have final authority over the practice of law by the Company’s lawyers and will be appointed by the Sole Member. There may be more than one Law Practice Manager. In particular, the Law Practice Manager shall, in consultation with the Compliance Lawyer, ensure that the Company operates in compliance with

applicable laws and regulations governing lawyers and ABSs, including the Arizona Rules of Professional Conduct and Arizona Supreme Court Rules.

Section 2.05. Business Manager Authority and Responsibility. The Manager or Managers who are the “**Business Manager**” shall be responsible for and have authority over the day-to-day operations of the Company that are not specifically delegated to the Law Practice Manager. The Business Manager or Business Managers shall be appointed by the Sole Member. The Business Manager or Business Managers shall each exercise such authority in consultation with and under the supervision of the Compliance Lawyer. There may be more than one Business Manager. Neither the Business Manager or Business Managers nor the Sole Member shall have any responsibility or authority over the delivery of legal services to clients or any right to exercise independent professional judgment on behalf of clients.

Section 2.06. Delegation of Manager Authority. Each Manager may delegate such Manager’s authority to one or more Persons (including any Member or Officer) such authority and duties as such Manager may deem advisable, subject to the designee having the necessary requirements if assuming the authority of the Law Practice Manager or Compliance Lawyer roles under Section 2.03 or 2.04.

Section 2.07. Disagreement Among Managers. If the Managers disagree regarding whether a particular decision falls under the authority of the Designated Principal, Compliance Lawyer, Law Practice Manager, or Business Manager, the disagreement shall be resolved by the Compliance Lawyer.

Section 2.08. Actions Requiring Member Approval. In addition to those actions for which this Agreement specifically requires the consent of the Sole Member, none of the Managers shall take any of the following actions without first obtaining a Member Vote:

- (a) Authorize any transaction, agreement or action on behalf of the Company that is unrelated to its purposes or business;
- (b) Execute any Company contracts and transactions outside the routine ordinary course of its business;
- (c) Amend the Articles of Organization or file a statement of change, other than as required under the LLC Act;
- (d) Sell, transfer, or pledge any asset of the Company;
- (e) Sell or otherwise dispose of all or substantially all of the Company’s assets in a single transaction or a series of related transactions;
- (f) File a voluntary petition in bankruptcy, make an assignment for the benefit of creditors of the Company, or consent to the appointment of a receiver for the Company or its assets;

- (g) Approve of a merger or other plan or transaction the terms “plan” and “transaction” have the meanings ascribed to them in Section 29-4001 of the LLC Act) of the Company with or into one or more entities;
- (h) Borrow money or incur indebtedness (other than trade debt incurred in the ordinary course of the Company’s business) on behalf of the Company;
- (i) Enter into any agreement between the Company and any Manager, the Sole Member or affiliate of a Manager or Sole Member; or
- (j) Change the name, purpose, or business of the Company.

Section 2.09. Vacancies. Any Manager (subject to any contract rights available to the Company, if applicable) may resign as such at any time, subject to the Designated Principal and Compliance Lawyer notifying division staff of such resignation in accordance with ACJA Section 7-209. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Sole Member. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. Any Manager may be removed as such, either with or without cause, by Member Vote; provided, however, that such removal shall be without prejudice to the contractual rights, if any, of the individual so removed.

Exhibit B – Operating Agreement Excerpt

ARTICLE II.

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Section 2.02. Designated Principal. A designated principal shall be appointed under ACJA Section 7-209 (the “**Designated Principal**”) by Member Vote. The Designated Principal shall comply with all regulatory obligations set forth in the ACJA, Section 7-209, including but not limited to: (i) respond to communications from division staff of the Arizona Supreme Court (“**division staff**”) on any administrative, procedural or operational issue; (ii) notify division staff of any change in the Designated Principal, Compliance Lawyer, or “authorized persons” (as defined in ACJA Section 7-209(A)) or any change in the telephone number, business address, mailing address, or home address of the Designated Principal, Compliance Lawyer, or “authorized persons” (as defined in ACJA Section 7-209(A)), or any other required database information within 3 business days of the change; (iii) ensure compliance by the Company with the Alternative Business Structure (“ABS”) Code of Conduct set forth in ACJA Section 7-209; (iv) have any other qualifications as may be required by the ACJA; and (v) have the duties and responsibilities set forth in, and comply with, the ACJA and any other regulatory requirements governing ABSs in Arizona (collectively, the “**Designated Principal Minimum Requirements**”). The initial Designated Principal of the Company shall be Catherine Kemnitz. The initial Designated Principal shall serve until replaced or terminated as provided herein. Upon a Member Vote, the Members may hire, terminate, or replace the Designated Principal. The Designated Principal shall be automatically terminated if the individual fails to meet any of the Designated Principal Minimum Requirements. Any Designated Principal may resign as the Designated Principal at any time by giving at least 30 days’ written notice to the Sole Member or upon earlier acceptance by the Sole Member.

Section 2.03. Compliance Lawyer. A compliance lawyer shall be appointed by ACJA Section 7-209(G)(3) (the “**Compliance Lawyer**”) by Member Vote. The Compliance Lawyer shall: (i) be an attorney, duly licensed and in good standing to practice law in the State of Arizona; (ii) be appointed as a Manager of the Company; (iii) possess credentials and experience in the legal field to ensure that the ethical obligations, protection of the public, and standards of professional conduct are adhered to; and (iv) have any other qualifications as may be required by ACJA Section 7-209. The Compliance Lawyer shall have the duties and responsibilities set forth in, and comply with, ACJA Section 7-209, the Arizona Rules of the Supreme Court, and any other regulatory requirements governing ABSs in Arizona, including, but not limited to (collectively, the “**Compliance Lawyer Minimum Requirements**”):

- (a) Ensure compliance with the ethical and professional responsibilities of lawyers in the Company providing legal services;
- (b) Ensure compliance by the Company’s “authorized persons” (as defined in ACJA Section 7-209(A));
- (c) Ensure the Company’s “authorized persons” (as defined in ACJA Section 7-209(A)) and others employed, associated with, or engaged by the Company do not cause or substantially contribute to a breach of the regulatory requirements of the ACJA or the ethical and professional obligations of the lawyers;
- (d) Ensure that a prompt report is made to the State Bar of Arizona of any facts or matters reasonably believed to be a substantial breach of the regulatory requirements of the ACJA or the ethical and professional obligations of the lawyers;
- (e) Ensure that the State Bar of Arizona is promptly informed of any fact or matter that reasonably should be brought to its attention in order for the State Bar of Arizona to investigate whether a breach of regulatory or ethical requirements has occurred; and
- (f) Notify division staff of the Arizona Supreme Court and the State Bar of Arizona within 3 days when the Compliance Lawyer ceases to be the Compliance Lawyer.

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Section 2.04. Law Practice Manager Authority and Responsibility. The Manager who manages the legal services provided by the Company (the “**Law Practice Manager**”) shall be a lawyer admitted and authorized to practice law in Arizona to oversee and have final authority over the practice of law by the Company’s lawyers and will be appointed by the Sole Member. There may be more than one Law Practice Manager. In particular, the Law Practice Manager shall, in consultation with the Compliance Lawyer, ensure that the Company operates in compliance with

applicable laws and regulations governing lawyers and ABSs, including the Arizona Rules of Professional Conduct and Arizona Supreme Court Rules.

Section 2.05. Business Manager Authority and Responsibility. The Manager or Managers who are the “**Business Manager**” shall be responsible for and have authority over the day-to-day operations of the Company that are not specifically delegated to the Law Practice Manager. The Business Manager or Business Managers shall be appointed by the Sole Member. The Business Manager or Business Managers shall each exercise such authority in consultation with and under the supervision of the Compliance Lawyer. There may be more than one Business Manager. Neither the Business Manager or Business Managers nor the Sole Member shall have any responsibility or authority over the delivery of legal services to clients or any right to exercise independent professional judgment on behalf of clients.

Section 2.06. Delegation of Manager Authority. Each Manager may delegate such Manager’s authority to one or more Persons (including any Member or Officer) such authority and duties as such Manager may deem advisable, subject to the designee having the necessary requirements if assuming the authority of the Law Practice Manager or Compliance Lawyer roles under Section 2.03 or 2.04.

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- (a) Authorize any transaction, agreement or action on behalf of the Company that is unrelated to its purposes or business;
- (b) Execute any Company contracts and transactions outside the routine ordinary course of its business;
- (c) Amend the Articles of Organization or file a statement of change, other than as required under the LLC Act;
- (d) Sell, transfer, or pledge any asset of the Company;
- (e) Sell or otherwise dispose of all or substantially all of the Company’s assets in a single transaction or a series of related transactions;
- (f) File a voluntary petition in bankruptcy, make an assignment for the benefit of creditors of the Company, or consent to the appointment of a receiver for the Company or its assets;

- (g) Approve of a merger or other plan or transaction the terms “plan” and “transaction” have the meanings ascribed to them in Section 29-4001 of the LLC Act) of the Company with or into one or more entities;
- (h) Borrow money or incur indebtedness (other than trade debt incurred in the ordinary course of the Company’s business) on behalf of the Company;
- (i) Enter into any agreement between the Company and any Manager, the Sole Member or affiliate of a Manager or Sole Member; or
- (j) Change the name, purpose, or business of the Company.¹

Section 2.09. Vacancies. Any Manager (subject to any contract rights available to the Company, if applicable) may resign as such at any time, subject to the Designated Principal and Compliance Lawyer notifying division staff of such resignation in accordance with ACJA Section 7-209. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the Sole Member. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation. Any Manager may be removed as such, either with or without cause, by Member Vote; provided, however, that such removal shall be without prejudice to the contractual rights, if any, of the individual so removed.

¹Note to Axiom: Please confirm whether any other items should require Axiom Global Inc’s consent.

Axiom Advice & Counsel LLC

Exhibit C – Background Information

Application – Background Information Section – Civil Litigation

Question: Been a party to or claimed an interest in any civil proceedings in the last ten years (including but not limited to orders of protection, dissolution of marriage/family matters, bankruptcy, lawsuits, debt collection, etc.)? If so, provide details, including the case name and number, a copy of the original complaint, and a copy of the final disposition.

For Axiom Global Inc., Authorized Person Entity

In 2015, a former employee of Axiom Global Inc. filed a lawsuit in the Northern District of Illinois alleging violations of the federal Fair Labor Standards Act and the Illinois Minimum Wage Law, on behalf of himself and similarly situated employees. The matter was settled in mediation, final approval of the settlement was entered on July 19, 2017, and the case was closed on August 2, 2017. The business division that was involved in the litigation is no longer part of Axiom. Pleadings can be provided upon request. Reynolds v. Axiom Global, Inc., Case No. 16-cv-9871 (N.D. Illinois)

For David McVeigh, Director of Authorized Person Entity Axiom Global Inc.

On October 2, 2015, the Judgment of Divorce of David McVeigh, Index Number 60305/2014 was approved by the Supreme Court of the State of New York County of Westchester.

Application – Background Information Section – Regulatory Enquiry

Question: Been the subject of a court sanction/order, a complaint to the State Attorney General or the Better Business Bureau, or been contacted by any prosecutorial, judicial, or administrative agency or association regarding business practices?

For Axiom Global Inc., Authorized Person Entity

In 2013, Unauthorized Practice of Law allegations against Axiom and Axiom employees were made to a number of state bars by a disbarred lawyer (Michael Flanagan) after Axiom declined his unsolicited business proposal. His allegations were based upon his misrepresentation of Axiom's legal talent out-sourcing services to law firms and corporate legal departments. In response to resulting state bar inquiries, Axiom cooperated fully and provided detailed information about its business model and multiple inaccuracies in the lawyer's accusations. None of the state bars pursued UPL actions against Axiom, and some explicitly determined that Axiom did not engage in UPL. The jurisdictions that Mr. Flanagan sent letters of complaint to are California, Connecticut, District of Columbia, Florida, Georgia, Illinois, Indiana, Maryland, New Jersey, New York, North Carolina, Texas, Virginia, Washington, and Wisconsin.

Axiom Advice & Counsel LLC

Exhibit D – Business Information

SOURCES OF FINANCING

Question: Does the applicant use or intend to use sources of finance?

The Applicant's source of working capital funding will be through intercompany financing from Axiom Global through a combination of an arm's length intercompany loan and an initial capital contribution. The details of such loan will be determined prior to the Applicant launching operations. Arm's length intercompany operating agreements will be established allowing either entity to engage the other for services. Services provided under those agreements will be at cost, plus a legally appropriate markup given the nature and type of services provided. Either entity will, at its discretion, have the ability to settle any such intercompany financing arrangements in cash through the provision of services.

DATA SHARING

Question: Will the applicant share premises, staff or data with any other person or entity?

The Applicant's lawyers will not share premises with any other entity.

The Applicant will obtain client informed consent for the sharing of client information with Axiom Global, including the information that will be required for Axiom Global's operational support services and performance reporting. This information will be shared under the direction of the lead lawyers and consistent with ER 1.6 and ER 5.3. The Compliance Lawyer will have the authority to review any such data to ensure compliance with ethics rules. The data may include billing data, performance data, data needed for financial reporting, and personnel records.

TRUST ACCOUNTS

Question: Will the applicant be required to comply with Arizona Trust Account Rules?

Yes. The Applicant will comply with all of the requirements set forth in Arizona Rule of Professional Conduct 1.15, Arizona Supreme Court Rule 43, and the recommended practices in the *State Bar of Arizona Trust Account Manual*. All personnel that have access to any money or records for the Applicant's Arizona trust account will be provided training by the Compliance Lawyer and follow the guidelines that will be set forth in *the Applicant's* Trust Account Checklist.

DESCRIPTION OF COMPLIANCE WITH ETHICS RULES

Question: Describe how your business will comply with Arizona's Rules of Professional Conduct for lawyers, Code of Conduct for Entities and for Owners and Managers.

Axiom Global has been ensuring compliance with all applicable rules of professional conduct for the lawyers it provides to in-house legal departments for over 20 years. Axiom Global's business model requires that it constantly manage and enforce various legal ethics issues, including confidentiality, conflicts of interest, non-interference with independent legal judgment of lawyers, and avoiding the unauthorized practice of law. Axiom Global will share this long-standing experience and expertise to the leadership of the Applicant. All lawyers, employees, agents, and Authorized Persons associated with the Applicant will be expected to comply with applicable Arizona Rules of Professional Conduct. As provided in its Operating Agreement, the Applicant's decision makers for matters of legal representation and legal practice will be only lawyers with assistance from other professionals with a long track record of developing internal risk management safeguards and controls for lawyers to ensure compliance permeates the fabric of the company.

Lawyers associated with the Applicant will have independence of judgment in their legal work as any law firm lawyers must have. IT systems will be deployed as needed to ensure appropriate security to protect client confidentiality. Business teams not associated with the Applicant will not have access to the lawyers' records, emails etc. Any request for access to any of the Applicant's client information not needed to support the delivery of legal services to clients will have to be approved by the Designated Principal, the Applicant's Compliance Lawyer, or the Applicant's Law Practice Manager and as appropriate with client informed consent. Many such internal controls and procedures are already in place and effective at Axiom Global where similar concerns are managed on a day-to-day basis under the supervision of Axiom Global's Chief Legal Officer.

The Applicant's Code of Conduct will be intrinsic to the Applicant's expectations of its employees and will be a cornerstone of expected behaviors by all lawyers, employees and professionals associated with the Applicant.

Allegations of or concerns that there may have been a violation of the Applicant's Code of Conduct or Employee Handbook will lead to investigation and disciplinary actions up to termination of employment. In addition, all employees and contractors will be required to certify annually that they have read and understand the relevant documents, which themselves will be reviewed annually to reflect evolving regulations.

DESCRIPTION OF CLIENT CONFIDENTIALITY MEASURES

Question: Describe your policies and procedures for protecting client information and confidentiality.

The Applicant's client information will be secured to only the Applicant's lawyers, employees and vendors providing support services to the Applicant. Other than authorized technology support personnel, Axiom Global and its related entities will not have access to the Applicant's confidential client data unless informed client consent was obtained or the data is anonymized.

Everyone within the Applicant and outside with any access to client data will be trained regularly to ensure compliance with those data security protocols. All the Applicant's lawyers, employees, agents, and Authorized Persons also will undergo training on maintaining client confidentiality beyond just data security, to ensure everyone complies with ER 1.6(a)'s requirements. Confidentiality training by the Applicant's Compliance Lawyer will include ensuring client information is not discussed where any unauthorized listener/viewer could hear or see the information, paper file security and office protocols will include securing documents whenever not in use (e.g. "clean desk" policies), and refraining from discussing any client information on any internet platform (unless client informed consent is obtained).

Further, the Applicant will have access to Axiom Global's significant experience managing the protection of client information and confidentiality. Axiom Global's existing clients include some of the largest and most regulated companies in the world, and Axiom Global lawyers protect this confidential information, including from the Axiom Global team members who should not be privy to it. Protecting confidentiality will include providing lawyers with the proper technology hardware, software, and procedures, from laptops to file sharing accounts. Essential data security measures include multi-factor authentication, restricted permissioning, security and privacy evaluation of technology, incident response protocols, and cyber thread prevention/analysis/testing. All of these measures will be implemented for the Applicant.

DESCRIPTION OF CLIENT RECORDS PROTECTION

Question: Explain procedures developed to ensure confidentiality of client records.

Please see above regarding "Description of client confidentiality measures"

DESCRIPTION OF CONFLICTS OF INTEREST POLICIES AND PROCEDURES

Question: Describe policies and procedures for checking for conflicts of interest.

The Applicant will have written procedures for both new client intake conflict checking, as well as regular re-checking of the firm database for each new: matter, acquisition/sale/merger of a client, change in client management (officers/directors/managers), opposing counsel, related entities, significant witnesses (if in litigation), and third party lenders/carriers/nonparties at fault. Additionally, the database will include all Applicant employees, spouses, expert witnesses, vendors, and entities on which any Applicant lawyer serves on a board or in some management position, including nonprofits.

The Applicant's personnel – including lawyers – will be trained in checking and reviewing for conflicts of interest, including documenting completion of each conflict check.

Any time a potential conflict of interest or actual conflict of interest may arise, the responsible lawyer will be required to seek the Compliance Lawyer's authorization and review of all necessary written conflict waivers, including in each joint representation of two or more co-clients (including, for instance, co-investors, spouses, officers and an entity, and co-parties). All conflict checks and waivers will be documented in accordance with ERs 1.7, 1.8, 1.9, 1.10, 1.13, and 1.18.

DESCRIPTION OF POLICIES AGAINST INDUCEMENTS

Question: Describe your policies and procedures to ensure no inducements are offered to clients or potential clients for choosing the business's course other than for the best interest of the client.

No inappropriate inducements would be offered to potential clients to retain the Applicant's legal services. Marketing for potential clients and representation of clients will be in accordance with the Arizona Rules of Professional Conduct. Law firms always rely on the integrity of their lawyers in abiding by the rules of professional conduct to represent clients. The Applicant's lawyers will be far less incentivized than lawyers in traditional law firms to blur the line between firm profits and client interests. As mentioned above, the Applicant will deliver client savings by operating without the inefficiencies of minimum billable hours, high overhead, partner equity-based bonuses, and pyramid structure, which historically can cause lawyers to put their own financial interests ahead of the clients'. The Applicant's lawyers will not have those pressures.

AXIOM ADVICE & COUNSEL LLC

April 5, 2022 Supplement to ABS Application

Authorized Person and Compliance Lawyer: Lynda C. Shely

Ms. Shely was named as a defendant in a suit filed against her husband, Robert W. Shely, Sr. and his prior law firm, Bryan Cave, LLP in 2010. Ms. Shely was named only in her capacity as Mr. Shely's spouse and the complaint expressly noted that no claim of negligence or malpractice was made against her. The suit was settled and dismissed in July, 2012 and was captioned: *Richard Carpenter et al v. Bryan Cave, LLP*, CV2010-023762 (Maricopa County Superior Court). A copy of the Order of Dismissal is attached.

1 ROSHKA DEWULF & PATTEN, PLC
2 ONE ARIZONA CENTER
3 400 EAST VAN BUREN STREET
4 SUITE 800
5 PHOENIX, ARIZONA 85004
6 TELEPHONE NO 602-256-6100
7 FACSIMILE 602-256-6800

8 Name and State Bar No.: John E. DeWulf/#006850
9 Jennifer A. Stevens/#024655

10 Attorneys for Defendants

11 **IN THE SUPERIOR COURT OF THE STATE OF ARIZONA**
12 **IN AND FOR THE COUNTY OF MARICOPA**

13 RICHARD EDWARD CARPENTER,
14 TAMMY D'ANTONIO, JOHN GRAY,
15 GUY HURST, SHERRIE NATTRASS,
16 GENE RUCH, and XEPTOR, LLC,

17 Plaintiffs,

18 vs.

19 BRYAN CAVE, LLP, ROBERT W.
20 SHELY, LYNDIA C. SHELY, and DOES I-
21 X,

22 Defendants.

No. CV2010-023762

**ORDER GRANTING STIPULATION
FOR DISMISSAL WITH PREJUDICE**

23 Pursuant to the Stipulation filed by the parties, and good cause appearing,

24 **IT IS HEREBY ORDERED** this matter is dismissed with prejudice, all parties to
25 bear their own attorneys' fees and costs.

26 DATED this ____ day of July, 2012.

27 By _____
John A. Buttrick
Maricopa County Superior Court Judge

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b9fde.pdf

Granted

Signed on this day, July 23, 2012



/S/ John Buttrick

Judicial Officer of Superior Court