

F14 0000000534

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

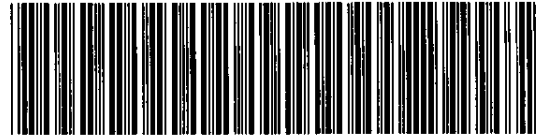
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SOUTH CAROLINA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE 992322 5010767

AUTHORIZATION *[Handwritten Signature]*

COST LIMIT : \$ 70.00

ORDER DATE : February 5, 2014

ORDER TIME : 2:24 PM

PLEASE FILE 1ST

ORDER NO. : 992322-015

CUSTOMER NO: 5010767

FOREIGN FILINGS

NAME: ASGARD INVESTMENT CORP. II

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Asgard Investment Corp. II

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Deanna Trammell

Name of Person

Carlson Capital, L.P.

Firm/Company

2100 McKinney Ave., Suite 1800

Address

Dallas, TX 75201

City/State and Zip code

dtrammell@cclp.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Deanna Trammell

Name of Person

at (214) 932-9720

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Asgard Investment Corp. II
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc." "Co.," or "Corp.")

(if name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 27-2574074
(State or country under the law of which it is incorporated). (FBI number, if applicable)

4. May 13, 2010 5.
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 1/1/2013
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3801 PGA Blvd., Suite 805 Palm Beach Gardens, FL 33410
(Principal office address)

3801 PGA Blvd., Suite 805 Palm Beach Gardens, FL 33410
(Current mailing address)

8. Investment Management Services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Susan Easton, Asst. Sec.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Clint D. Carlson

Address: 7037 Vassar Dallas, TX 75205

Vice President: _____

Address: _____

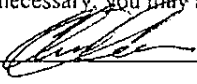
Secretary: Nancy P. Carlson

Address: 7037 Vassar Dallas, TX 75205

Treasurer: Nancy P. Carlson

Address: 7037 Vassar Dallas, TX 75205

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Clint D. Carlson, President

(Typed or printed name and capacity of person signing application)

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ASGARD INVESTMENT CORP. II" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF FEBRUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ASGARD INVESTMENT CORP. II" WAS INCORPORATED ON THE THIRTEENTH DAY OF MAY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

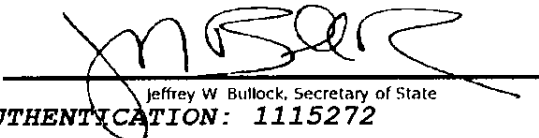
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4823163 8300

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1115272

DATE: 02-06-14