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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

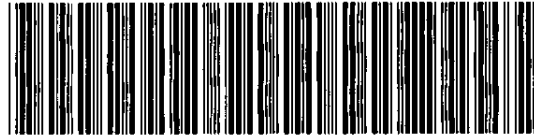
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S Warren

JAN 04 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 445612, 7748452
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : January 3, 2017
ORDER TIME : 12:46 PM
ORDER NO. : 445612-005
CUSTOMER NO: 7748452

FOREIGN FILINGS

NAME: BUSINESS COUNSEL, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Business Counsel, Inc.
Name of Corporation -- must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Status" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Marion Priest, Executive Director

Name of Person

Business Counsel, Inc.

Firm/Company

52 Tuscan Way, Suite 202-368

Address

St. Augustine, FL 32092

City/State and Zip Code

businesscounsel@businesscounsel.org

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

For further information concerning this matter, please call:

Marion Priest, Executive Director

at (781)

871-4090

Name of Person

Area Code

Daytime Telephone Number

MAILING ADDRESS:

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

STREET/COURIER ADDRESS:

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

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 NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Business Counsel, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

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

2. Delaware 3. 04-3423840
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05/19/1998 5. _____
(Date of Incorporation) (Date of duration, if other than perpetual)

6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 52 Tuscan Way Ste 202-368 St. Augustine FL 32092
(Principal office address)

(Current mailing address, if different)

8. Networking and Referral Business
(Purpose(s) of corporation authorized in home state or country to be carried out in the 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

(City)

Florida 32301

(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: _____

M. Zender
(Registered agent's signature)

Melissa Zender
Asst. Vice President

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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MAY - 3 A D 2011
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors

A. DIRECTORS

Chairman: J. Kenneth Carter
Address: 52 Tuscan Way Ste 202-368 St. Augustine FL 32092

Vice Chairman: Peter A. Smit
Address: 52 Tuscan Way Ste 202-368 St. Augustine FL 32092

Director: Dennis M. Reznick
Address: 52 Tuscan Way Ste 202-368 St. Augustine FL 32092

Director: William D. Bayliss
Address: 52 Tuscan Way Ste 202-368 St. Augustine FL 32092

B. OFFICERS

President: J. Kenneth Carter
Address: 52 Tuscan Way Ste 202-368 St. Augustine FL 32092

Vice President: _____
Address: _____

Secretary: J. Kenneth Carter
Address: 52 Tuscan Way Ste 202-368 St. Augustine FL 32092

Treasurer: J. Kenneth Carter
Address: 52 Tuscan Way Ste 202-368 St. Augustine FL 32092

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

13. /s/ J. Kenneth Carter, Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. J. Kenneth Carter, Chairman
(Typed or printed name and capacity of person signing application)

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2017 JUN 13 AM 10:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

“Addendum”
Business Counsel, Inc.
Board of Directors

January 3, 2017

David Anderson
Berwin Leighton Paisner
Square de Meeus 38 – 40
B-1000 Brussels, Belgium
david.anderson@blplaw.com

William D. Bayliss
Williams Mullen
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(804) 783-6507 (fax)
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(416) 862-6666 (fax)
ssmith@osler.com

SECRETARY OF STATE
TREASURER OF FLORIDA

2017 JAN -3 A 10 24

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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 "BUSINESS COUNSEL, INC." 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 THIRD DAY OF JANUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BUSINESS COUNSEL, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF MAY, A.D. 1998.



2898007 8300C

SR# 20170014133

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201804042

Date: 01-03-17