

F22000007285

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

APPROVED
AND
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2022 DEC - 1 PM 4:00

CLERK OF COURT
TALLAHASSEE, FLORIDA

NOV 30 2022

K. Brumley

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

ACCOUNT NO. : I20000000195
REFERENCE : 167002 8014577
AUTHORIZATION : 
COST LIMIT : \$70.00

ORDER DATE : November 30, 2022
ORDER TIME : 2:36 PM
ORDER NO. : 167002-005
CUSTOMER NO: 8014577

FOREIGN FILINGS

NAME: LAYER2 FINANCIAL 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: Alexxis Weiland -- EXT#

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Layer2 Financial Inc.

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:

John Ingold, CFO

Name of Person

Layer2 Financial Inc.

Firm/Company

201 S. Biscayne Boulevard, 28th Floor

Address

Miami, FL 33131

City/State and Zip code

legal@layer2financial.com

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

For further information concerning this matter, please call:

John Ingold

at (416) 919 6744

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- | | | | |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. Layer2 Financial Inc.
 (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. _____
 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/3/2021 5. _____
 (Date of incorporation) (Date of duration, if other than perpetual)

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

7. 201 S Biscayne Blvd, 28th Floor, Miami, FL 33131
 (Principal office street address)

_____ (Current mailing address, if different)

8. 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)

DEPARTMENT OF STATE
 CORPORATION DIVISION
 2022 DEC - 1 PM 4:00
 APPROVED
 AND
 FILED

9. 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: Alexis Winters Assistant Secretary
 (Registered agent's signature)

10. 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.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

Chairman Name: Bhanu Kohli
 Vice Chairman Address: 201 S Biscayne Blvd, 28th Floor
 Director Miami, FL 33131
 President _____
 Vice President _____
 Secretary Treasurer
 Other CEO Other _____

Chairman Name: Tarun Mistry
 Vice Chairman Address: 201 S Biscayne Blvd, 28th Floor
 Director Miami, FL 33131
 President _____
 Vice President _____
 Secretary Treasurer
 Other CTO Other _____

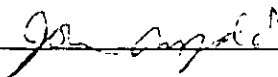
Chairman Name: John Hilary Ingold
 Vice Chairman Address: 201 S Biscayne Blvd, 28th Floor
 Director Miami, FL 33131
 President _____
 Vice President _____
 Secretary Treasurer
 Other CFO Other _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Chairman Name: _____
 Vice Chairman Address: _____
 Director _____
 President _____
 Vice President _____
 Secretary Treasurer
 Other _____ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. 
 Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 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.

13. John Hilary Ingold, CFO
 (Typed or printed name and capacity of person signing application)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LAYER2 FINANCIAL 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 TENTH DAY OF NOVEMBER, A.D. 2022.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LAYER2 FINANCIAL INC." WAS INCORPORATED ON THE THIRD DAY OF AUGUST, A.D. 2021.

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



6137962 8300

SR# 20223986989

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.

Authentication: 204827122

Date: 11-10-22