

Division of Corporations

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FLORIDA DEPARTMENT OF STATE
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Foreign Limited Liability Company
Orchid Underwriters Agency Holdings LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

FEB 06 2015
J. HARRIS

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COVER LETTER

**TO: Registration Section
Division of Corporations**

**SUBJECT: ORCHID UNDERWRITERS AGENCY HOLDINGS LLC
Name of Limited Liability Company**

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

SUZANNE M. HOFFMAN
Name of Person

KATTEN MUCHIN ROSENMAN LLP
Firm/Company

525 W MONROE STREET, SUITE 1900
Address

CHICAGO, IL 60661-3693
City/State and Zip Code

stangelini@gryphoninvestors.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

sUZANNE hOFFMAN at (312) 577-8306
Name of Contact Person Area Code Daytime Telephone Number

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

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

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ORCHID UNDERWRITERS AGENCY HOLDINGS LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. DELAWARE 3. 47-1871103
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1201 19th PLACE, SUITE A-110, VERO BEACH, FLORIDA 32960
(Street Address of Principal Office)

6. 1201 19th PLACE, SUITE A-110, VERO BEACH, FLORIDA 32960
(Mailing Address)

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7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

PLEASE SEE ATTACHMENT

8. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)



Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any 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.)

Brad Emmons

Typed or printed name of signee

ORCHID UNDERWRITERS AGENCY HOLDINGS LLC
ATTACHMENT TO FLORIDA QUALIFICATION

MANAGERS:

NAME	ADDRESS
Brad Emmons	1201 19 th Place, Suite A-110, Vero Beach, Florida, 32960
Michael Ray	1201 19 th Place, Suite A-110, Vero Beach, Florida, 32960
Nick Orum	Gryphon Investors, One Market Plaza, Steuart Tower, 24 th Floor, San Francisco, CA 94105
Alex Earls	Gryphon Investors, One Market Plaza, Steuart Tower, 24 th Floor, San Francisco, CA 94105
Kenneth LeStrange	Gryphon Investors, One Market Plaza, Steuart Tower, 24 th Floor, San Francisco, CA 94105
Robert Salipante	Gryphon Investors, One Market Plaza, Steuart Tower, 24 th Floor, San Francisco, CA 94105
John Geisler	Gryphon Investors, One Market Plaza, Steuart Tower, 24 th Floor, San Francisco, CA 94105
Steven Carlsen	Gryphon Investors, One Market Plaza, Steuart Tower, 24 th Floor, San Francisco, CA 94105

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

ORCHID UNDERWRITERS AGENCY HOLDINGS LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

By: CT Corporation System *Kristin Bolden* Kristin Bolden
(Signature) Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ORCHID UNDERWRITERS AGENCY HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF FEBRUARY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5592153 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2098153

DATE: 02-05-15