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Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850)521-0821
Fax Number : (850)558-1515

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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Foreign Limited Liability Company
AFS NEWCO, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AFS Newco, 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.

Sharon Moy

Name of Person

Paul Hastings LLP

Firm/Company

71 S. Wacker Drive, 45th Floor

Address

Chicago, IL 60606

City/State and Zip Code

lhenley@groundworks.co

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

For further information concerning this matter, please call.

Sharon Moy

312

499-6086

at ()

Name of Contact Person

Area Code

Daytime Telephone Number

Mailing Address:

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

Street Address:

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

Enclosed is a check for the following amount.

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

- \$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

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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. AFS Newco, LLC
(Name of Foreign Limited Liability Company, must include "Limited Liability Company," "L.L.C.," or "LLC.")

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

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

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

5. 1741 Corporate Landing Pkwy (Street Address of Principal Office)
6. 1741 Corporate Landing Pkwy (Mailing Address)

Virginia Beach, VA 23454 Virginia Beach, VA 23454

7. 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)

Registered agent's acceptance:

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 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.

By: [Signature] Corporation Service Company
(Registered agent's signature)

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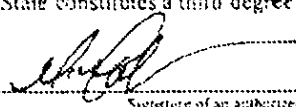
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: Groundworks Operations, LLC	<input type="checkbox"/> Manager	Name:
<input checked="" type="checkbox"/> Member	Address: 1741 Corporate Landing Pkwy	<input type="checkbox"/> Member	Address:
<input type="checkbox"/> Authorized	Virginia Beach, VA 23454	<input type="checkbox"/> Authorized	.....
Person	.....	Person	.....
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other
<input type="checkbox"/> Manager	Name:	<input type="checkbox"/> Manager	Name:
<input type="checkbox"/> Member	Address:	<input type="checkbox"/> Member	Address:
<input type="checkbox"/> Authorized	<input type="checkbox"/> Authorized	.....
Person	.....	Person	.....
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other
<input type="checkbox"/> Manager	Name:	<input type="checkbox"/> Manager	Name:
<input type="checkbox"/> Member	Address:	<input type="checkbox"/> Member	Address:
<input type="checkbox"/> Authorized	<input type="checkbox"/> Authorized	.....
Person	.....	Person	.....
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> 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.

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.



Signature of an authorized person

Matthew Malone, Chief Executive Officer

Type or printed name of figure

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Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFS NEWCO, 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 TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AFS NEWCO, LLC" WAS FORMED ON THE SECOND DAY OF JUNE, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



Handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

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SR# 20208487258

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

Authentication: 204159574

Date: 11-24-20

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