

1798000001244

00789-60647-00644-00523-00671

FILING COVER SHEET

REFERENCE:

0173.4251

DATE:

10-22-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Southern Comfort Associates, LLC  
W98-24041

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 22 PM 4:04

STATE FEES PREPAID WITH CHECK # 11943 FOR \$ 285.00

3454 FOX \$ 52.50

800002670058--5

-10/22/98--01061--005

\*\*\*\*\*52.50 \*\*\*\*\*52.50

PLEASE FILE:

- ( ) ARTICLES OF INC. ( ) AMENDMENT ( ) DISSOLUTION  
( ) ANNUAL REPORT ( ) MERGER ( ) WITHDRAWAL  
☒ QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT  
( ) FICTITIOUS NAME ( ) LIMITED LIABILITY ( ) REINSTATEMENT  
( ) TRADEMARK/SERVICE ( ) UCC-1 ( ) UCC-3

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-10/22/98--01061--006

\*\*\*\*285.00 \*\*\*\*285.00

PROVIDE US WITH:

☒ CERTIFIED COPY

( ) CERTIFICATE OF STATUS

STAMPED COPY

Examiner's Initials

Name	Availability
Document	Examiner
Updater	Updater
Verifier	Verifier
Acknowledgement	Verifier

RECEIVED  
93 OCT 22 AM 11:13  
DIVISION OF CORPORATIONS

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

RECEIVED

98 OCT 23 PM 3: 23

DIVISION OF CORPORATIONS

October 22, 1998

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: SOUTHERN COMFORT ASSOCIATES, LLC  
Ref. Number: W98000024041

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 22 PM 4: 04

We have received your document for SOUTHERN COMFORT ASSOCIATES, LLC and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

The entity's date of incorporation/organization must be listed in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 498A00052170

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Southern Comfort Associates, LLC  
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

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

4. 10-5-98 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. c/o Michael H. Scott  
550 Newport Center Drive, Suite 160, Newport Beach, CA 92660  
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
HM Venture II, LLC 550 Newport Center Dr., Suite 160 Newport Beach, CA 92660	Managing Member		

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN COMFORT ASSOCIATES, 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-SECOND DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTHERN COMFORT ASSOCIATES, LLC" WAS FORMED ON THE FIFTH DAY OF OCTOBER, A.D. 1998.

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 22 PM 4:04



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2950348 8300

981407292

AUTHENTICATION:

9367085

DATE:

10-22-98

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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:

Southern Comfort Associates, LLC

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

NRAI Services, Inc.

(Name)

526 E. Park Avenue

Florida street address (P.O. Box **NOT** ACCEPTABLE)

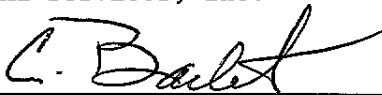
Tallahassee, FL 32301

City/State/Zip

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DIVISION OF CORPORATIONS  
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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.*

NRAI Services, Inc.



(Signature)

Charles Baclet, Vice President

**Filing Fee: \$ 35 for Designation of Registered Agent**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of \_\_\_\_\_  
Southern Comfort Associates, LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is \$ 1,000;

3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 1,000.  
(This total includes amounts from 2 and 3 above.)

HM Venture II, LLC, Member  
By: JV II, LLC, Managing Member

By: \_\_\_\_\_

**Signature of a member or an authorized representative of a member.**  
(In accordance with section 608.408(3), Florida Statutes, the execution of this  
affidavit constitutes an affirmation under the penalties of perjury that the facts  
stated herein are true.)

Michael H. Scott, Member

Typed or printed name of signee

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DIVISION OF CORPORATIONS

**Filing Fee: \$250.00 for Application and Affidavit**