

B17000000187

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

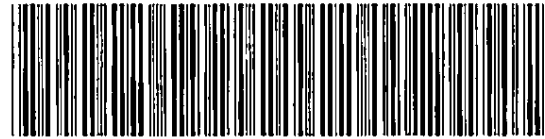
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TALLAHASSEE, FLORIDA

2017 JUL 27 PM 1:44

CLERK OF STATE
TALLAHASSEE, FLORIDA

S. WARREN

JUL 28 2017

PLEASE FILE SECOND

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

ACCOUNT NO. : I20000000195

REFERENCE : 742588 4804708

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 1,000.00

ORDER DATE : July 26, 2017

ORDER TIME : 10:06 AM

ORDER NO. : 742588-020

CUSTOMER NO: 4804708

FOREIGN FILINGS

NAME: RIDGEBACK ASSET MANAGEMENT LP

XXXX QUALIFICATION (TYPE: LL)

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: RIDGEBACK ASSET MANAGEMENT LP
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.
Please return all correspondence concerning this matter to:

Susan G. Schneider, Paralegal

Contact Person

Seward & Kissel LLP

Firm/Company

One Battery Park Plaza

Address

New York, New York 10004

City, State and Zip Code

Wayne@ridgebackcap.com

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

For further information concerning this matter, please call:

Susan G. Schneider at (212) 574-1389
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)
☐ \$1,008.75 Filing Fees and Certificate of Status
☐ \$1,052.50 Filing Fees and Certified Copy
☐ \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status

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

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

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. RIDGEBACK ASSET MANAGEMENT LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L. LP, or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. DELAWARE
State or Country of Formation

3. JULY 26, 2017
Date of Formation

4. Federal Employer Identification Number _____

5. Name of Registered Agent for Service of Process and Florida Street Address:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 32301

6. 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: _____

Signature of Registered Agent

Melissa Zender
Asst. Vice President

7. Principal Office:

2889 McFarlane Road

Suite 1710

Miami, Florida 33133

8. Mailing Address:

9. If limited partnership is a limited liability limited partnership, check box. ☐

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: Ridgeback Asset Management GP LLC

Name of General Partner: _____

Street Address: 2889 McFarlane Road, Suite 1710

Street Address: _____

Miami, Florida 33133

Mailing Address: _____ Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 26 day of July, 2017

Ridgeback Asset Management GP LLC

General Partner

By: _____

Wayne Holman

Managing Member of the General Partner

The individual signing this document affirms that the facts stated herein are true and the individual 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.

Filing Fees:

\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)

Certified Copy (optional):

\$52.50

Certificate of Status (optional):

\$8.75

Page 2 of 2

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17 JUL 27 AM 10:11
DEPT OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIDGEBACK ASSET MANAGEMENT LP" 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-SEVENTH DAY OF JULY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIDGEBACK ASSET MANAGEMENT LP" WAS FORMED ON THE TWENTY-SIXTH DAY OF JULY, A.D. 2017.

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



6492529 8300

SR# 20175443222

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

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

Authentication: 202959946

Date: 07-27-17