

B1700000293

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

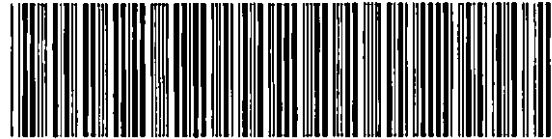
(Document Number)

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17 SEP 28 PM 4:41

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 20, 2017

INCORPORATING SERVICES, LTD.

SUBJECT: WILMERDING INTERNATIONAL HOLDINGS C.V. LTD.
Ref. Number: W17000077635

We have received your document for WILMERDING INTERNATIONAL HOLDINGS C.V. LTD. and your check(s) totaling \$1000.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Octavia L Simmons
Regulatory Specialist II

Letter Number: 617A00021191

2017 OCT 20 10:27



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 29, 2017

INCORPORATING SERVICES, LTD.

SUBJECT: WILMERDING INTERNATIONAL HOLDINGS C.V. LTD.
Ref. Number: W17000077635

We have received your document for WILMERDING INTERNATIONAL HOLDINGS C.V. LTD. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, 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.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Octavia L Simmons
Regulatory Specialist II

Letter Number: 817A00019730

17 OCT 19 AM 10:10

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.Incserv.com
e-mail: info@incserv.com

incserv

ORDER FORM

TO Florida Department of State
Division of Corporations, Clifton
Building
2661 Executive Center Circle
Tallahassee, FL 32301
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserv.com
850.656.7953

REQUEST DATE 9/28/2017

PRIORITY Routine

OUR REF # (Order ID#) 601288

ORDER ENTITY

WILMERDING INTERNATIONAL HOLDINGS C.V. LTD.

PLEASE PERFORM THE FOLLOWING SERVICES:

WILMERDING INTERNATIONAL HOLDINGS C.V. LTD. (FL)

File the attached foreign qualification document

NOTES:

\$1,000 Authorized

Please honor original date of submission as the file date, thanks!

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

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

1. Wilmerding International Holdings C.V. LTD

(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.L.P. or LLLP.

Wilmerding International Holdings C.V. Ltd.

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. Netherlands

State or Country of Formation

3. June 27, 2011

Date of Formation

4. Federal Employer Identification Number: None

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

TMF USA Inc.

80 SW 8th Street, Suite 2900

Miami, FL 33130

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.

[Signature]
Signature of Registered Agent

7. Principal Office:

80 SW 8th Street, Suite 2900

Miami, FL 33130

8. Mailing Address:

80 SW 8th Street, Suite 2900

Miami, FL 33130

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: RFPC Holding Corp.

Name of General Partner: _____

Street Address: 2711 Centerville Road, Suite 400

Street Address: _____

Wilmington, DE 19808

Mailing Address: 2711 Centerville Road, Suite 400

Mailing Address: _____

Wilmington, DE 19808

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 15th day of June September 20 17



Signature of a 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

17 SEP 28 PM 8:41

SEP 28



2017GEE19836GMR/lhr

CERTIFICATE OF GOOD STANDING

The Undersigned:

Paul Michaël Arno van Rensen, deputy civil law notary, deputizing for
Bertha Josephina Maria Geenen-Timmermans, civil law notary in Amsterdam,
certifies as follows:

- Wilmerding International Holdings C.V.
hereinafter to be referred to as: "the Partnership", having its registered seat and
offices at 1101 CM Amsterdam, Herikerbergweg 238, is a limited partnership
(*Commanditaire Vennootschap*) organized under Netherlands law;
- the Partnership has been entered into by agreement on the 27th day of June 2011;
- the partnership agreement of the Partnership has lastly been amended on the 4th
day of October 2011;
- the Partnership is registered in the Trade Register of the Chamber of Commerce
under number: 53149181;
- the Partnership has not been declared bankrupt, according to the online
information obtained from the Central bankruptcy register ("*Centraal
Insolventieregister*"), nor has a suspension of payment been declared, nor have
any requests thereto been filed;
- according to the articles of association of the Partnership it's object is to conduct
a business by:
 - acquiring and holding membership interests in the Cooperative and Wabtec
Finance LLC;
 - incorporating, participating in, financing and administering companies,
(limited) partnerships, business enterprises and business undertakings;
 - acquiring, holding, disposing of or in any other way dealing with all kinds
of participations and interests in other companies, partnerships, business
enterprises and other business undertakings;
 - acquiring, holding, disposing of or in any other way trading in or dealing
with intellectual property rights including but not limited to patents,
trademarks, processes, formulae and know-how; and
 - lending and borrowing funds, entering into all kinds of financial
transactions, providing guarantees and other security rights and binding its
assets for its own obligations and/or the obligations of any company,
partnership, limited partnership, business enterprises and business
undertakings belonging to the group of companies of which the Partnership
forms part of with which it is otherwise associated.



- according to information obtained from the Chamber of Commerce, on the date hereof, the management of the Partnership consists of:
 - RIFPC Holding Corporation, a corporation incorporated under the Laws of the State of Delaware, United States of America, having its registered office at Centerville Road, suite 400, Wilmington, DE 19808, United States of America; and
 - Wabtec Holding Corporation, a corporation incorporated under the Laws of the State of Delaware, United States of America, having its registered office at Centerville Road, suite 400, Wilmington, DE 19808, United States of America.
- in accordance with Article 5.3 of the Partnership Agreement dated the 4th day of October 2011 the Partnership can be represented by each managing partner, acting solely.

Signed in Amsterdam, the 17th of October 2017.



APOSTILLE

(Convention de La Haye du 5 octobre 1981)

- 1 Country THE NETHERLANDS
- 2 This public document
- 3 has been signed by mr. P.M.A. van Rensen
- 4 acting in the capacity of candidate notary at Amsterdam
- 5 bears the seal/stamp of mr B J M Geenen-Timmermans

Certified

- 5 in Amsterdam
- 6 on 17-10-2017
- 7 by the registrar of the district court of Amsterdam
- 8 no

048632

9 Seal/stamp

10 Signature



L G van der Horst