

B22000000172

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

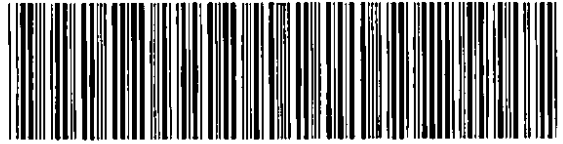
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/08/22--01015--008 **1061.25

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2022 APR -8 PM 4:42

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APR 14 2022
K. Brumbley

w22-4890

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
155 Office Plaza Dr Ste A Tallahassee FL 32301
PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 4/8/2022

NAME: RIVERNORTH SPAC ARBITRAGE FUND. LP

TYPE OF FILING: APPLICATION

COST: 1,061.25- CHECK ATTACHED

RETURN: CERTIFIED COPY AND GOOD STANDING PLEASE

ACCOUNT: ~~ECA~~0000000015

AUTHORIZATION: ~~ABBIE/PAUL HODGE~~

File Second

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RiverNorth SPAC Arbitrage Fund, 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:

Marcus L. Collins

Contact Person

RiverNorth Capital Management, LLC

Firm/Company

360 South Rosemary Avenue, Suite 1420

Address

West Palm Beach, Florida 33401

City, State and Zip Code

mcollins@rivernorth.com

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

For further information concerning this matter, please call:

Marcus L. Collins

at (312) 568-6506

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$1,000.00 Filing Fee
(\$965 Filing Fee and
\$35 Registered Agent
Fee) | <input type="checkbox"/> \$1,008.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$1,052.50 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$1,061.25 Filing Fee,
Certified Copy, and
Certificate of Status |
|--|---|---|--|

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

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

1. RiverNorth SPAC Arbitrage Fund, 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.L.P. 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. 11/8/2019

Date of Formation

4. Federal Employer Identification Number: 84-3700161

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

Paracorp Incorporated

155 Office Plaza Drive, 1st Floor

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.

Please see attached.

Signature of Registered Agent

7. Principal Office:

360 South Rosemary Avenue

Suite 1420

West Palm Beach, Florida 33401

8. Mailing Address:

Same

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: RiverNorth SPAC Arbitrage GP, LLC

Name of General Partner: _____

Street Address: 360 South Rosemary Avenue, Suite 1420

Street Address: _____

West Palm Beach, FL 33401

Mailing Address: Same

Mailing Address: _____

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

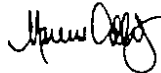
11. Effective date, if other than the date of filing: April 1, 2022

(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 5th day of April, 2022



General Counsel & Secretary of the Managing Member of the General Partner

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

STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

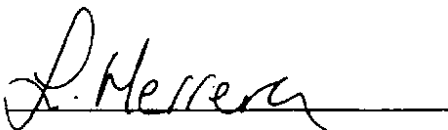
DATE: 04/07/2022

ENTITY NAME: RiverNorth SPAC Arbitrage Fund, LP

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
155 Office Plaza Drive, 1st Floor
Tallahassee, FL 32301

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in the capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.

A handwritten signature in black ink, appearing to read "L. Herrera", is written over a horizontal line.

Leticia Herrera, Assistant Secretary
Paracorp Incorporated

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVERNORTH SPAC ARBITRAGE FUND, 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 SEVENTH DAY OF APRIL, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RIVERNORTH SPAC ARBITRAGE FUND, LP" WAS FORMED ON THE EIGHTH DAY OF NOVEMBER, A.D. 2019.

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



7694447 8300

SR# 20221361298

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 203127507

Date: 04-07-22