

MAY 10 2016  
T SCHROEDER

**CT Corporation System**

515 E Park Avenue, Tallahassee, FL, 32301 850-222-1092

**XCL Titling Trust**☐ Nonprofit☐ Foreign☐ Amendment☐ Merger☐ Limited Partnership☐ Dissolution/Withdrawal☐ Mark☐ LLC☐ Reinstatement☐ Annual Report☐ Name Registration☐ Fictitious Name☒ Other**Declaration of Trust**☐ Certified Copy☐ UCC☐ Call When Ready☒ Walk In☐ Photocopies☐ Mail Out☐ CUS☐ After 4:30☒ Pick Up

Name

Availability \_\_\_\_\_

☐ Call If Problem☐ Will Wait

Document

5/5/2016

Order#:

Examiner \_\_\_\_\_

**9951238**

Updater \_\_\_\_\_

**KM**

Ref#:

Verifier \_\_\_\_\_

W.P. Verifier \_\_\_\_\_

Amount: \$

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: \_\_\_\_\_

Enclosed is an original and one (1) copy of the Declaration of Trust and a check for:

**FEES:**

Declaration of Trust	\$350.00
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**OPTIONAL:**

Certified Copy	\$ 8.75
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FROM: \_\_\_\_\_  
Name (Printed or typed)

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE  
TO FILE OR QUALIFY**

XCL Titling Trust

**A BUSINESS TRUST**

In accordance with Section 609.02 of the Florida Statutes, pertaining to  
Common Law Declarations of Trust, the undersigned, the Chairman of the  
Board of Trustees of XCL Titling Trust, a

(Name of Trust)

DE

Trust hereby affirms in order to file or qualify

(State)

XCL Titling Trust

, in the State of Florida.

(Name of Trust)

1. Two or more persons are named in the Trust.
2. The principal address is 795 Folsom St Ste 1114, San Francisco, CA 94107

3. The registered agent and street address in the State of Florida is:  
C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324

4. Acceptance by the registered agent: Having been named as registered  
agent to accept service of process for the above named Declaration of Trust  
at the place designated in this affidavit, I hereby accept the appointment as  
registered agent and agree to act in this capacity.

April Wittenwyler  
Assistant Secretary

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of  
Trust under which the association proposes to conduct its business in  
Florida.

Name: Brent West

Title: CEO & President, XCL Titling Trust

Filing Fee: \$350.00  
Certified Copy: \$ 8.75 (optional)

CR2E063(3/00)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

16 MAY -5 PM 12:46

FILED

**CALIFORNIA COPY CERTIFICATION BY DOCUMENT CUSTODIAN**

I, **Brent West**, hereby swear (or affirm) that the attached reproduction of **Amended and Restated Certificate of Trust** is a true, correct and complete photocopy of a document in my possession.



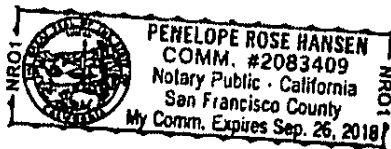
Signature of Custodian of Original Document

Address: **795 Folsom St Ste 1114  
San Francisco, CA 94107**

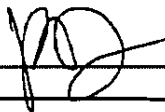
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document

State of California  
County of San Francisco

Subscribed and sworn to (or affirmed) before me on this 6<sup>th</sup> day of May, 2016,  
by Brent West  
proved to me on the basis of satisfactory evidence to be the person who appeared before me.



(Seal)

Signature: 

FILED  
16 MAY -5 PM 12:46  
SECRETARY 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 THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE RESTATED CERTIFICATE OF "XCL TITLING TRUST", FILED  
IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D. 2016, AT 9:13  
O'CLOCK P.M.



5979871 8100  
SR# 20162337388

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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.

Jeffrey W. Bullock, Secretary of State

Authentication: 202159433  
Date: 04-15-16

AMENDED AND RESTATED CERTIFICATE OF TRUST  
OF  
XCL TITLING TRUST

This Amended and Restated Certificate of Trust of the XCL Titling Trust (the "Trust") is being duly executed and filed on behalf of the Trust by the undersigned, as trustee, with respect to a statutory trust formed under the Delaware Statutory Trust Act (12 Del. C. § 3801 et seq.) (the "Act"). The original Certificate of Trust of the Trust was filed with the Secretary of State on March 14, 2016.

1. Name. The present name of the statutory trust is the XCL Titling Trust.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware are Wilmington Trust, National Association, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890 Attention: Corporate Trust Administration.
3. Series. Pursuant to Section 3806(b)(2) of the Act, the Trust shall issue one or more series of beneficial interests having the rights and preferences set forth in the governing instrument of the Trust, as the same may be amended from time to time (each, a "Series").
4. Limitation on Liabilities of Series. Pursuant to Section 3804(a) of the Act, there shall be a limitation on liabilities of each Series such that (a) the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular Series shall be enforceable against the assets of such Series only, and not against the assets of the Trust generally or the assets of any other Series thereof and (b) none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the Trust generally or any other Series thereof shall be enforceable against the assets of such Series.

IN WITNESS WHEREOF, the undersigned has duly executed this Amended and Restated Certificate of Trust in accordance with Section 3811(a)(1) of the Act.

WILMINGTON TRUST, NATIONAL  
ASSOCIATION, not in its individual capacity but  
solely as trustee

By:   
Name: Jeanne M. Oller  
Title: Vice President

FILED  
16 MAY -5 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA