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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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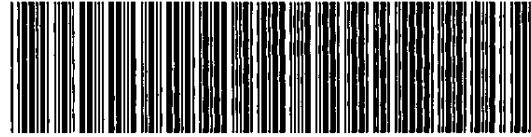
(Business Entity Name)

(Document Number)

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6/9/11

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** ELA BLUE PTY LTD CORPORATION

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

MATTHEW L. BELL, CPA

Name of Person

BELL & VAN GRONDELLE CPA FIRM, LLC

Firm/Company

109 AMBERSWEET WAY, SUITE 401

Address

DAVENPORT, FL 33897

City/State and Zip code

MATT@BELLVANCPA.COM

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

For further information concerning this matter, please call:

MATTHEW L. BELL, CPA at ( 863 ) 420-0499

Name of Person

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. ELA BLUE PTY LTD CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. AUSTRALIA

(State or country under the law of which it is incorporated)

3. APPLIED FOR

(FEI number, if applicable)

4. APRIL 1, 2008

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. APRIL 30, 2011

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 22 BANKS AVE, NORTH TURRAMURRA, AUSTRALIA, NSW 2074

(Principal office address)

22 BANK AVE, NORTH TURRAMURRA, AUSTRALIA, NSW 2074

(Current mailing address)

8. ANY AND ALL LEGAL BUSINESS PURPOSES

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: BELL & VAN GRONDELLE CPA FIRM, LLC

Office Address: 109 AMBERSWEET WAY, SUITE 401

DAVENPORT

(City)

, Florida 33897

(Zip code)

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10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.*



(Registered agent's signature)

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

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ERIC LEE

Address: 22 BANKS AVE, NORTH TURRAMURRA  
AUSTRALIA, NSW 2074

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she 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.

14. ERIC LEE, CHAIRMAN OF THE BOARD

(Typed or printed name and capacity of person signing application)



Australian Government  
Australian Taxation Office

# Australian Business Register

Australian business number(ABN) : 53 130 186 800  
Entity name : ELA BLUE PTY LTD  
ABN Status : Registered  
ABN Registration Date : 17 March 2008  
Postal Address : C/- C P LEE & CO PTY LTD  
PO BOX 2637  
NORTH PARRAMATTA NSW 1750  
Business Address : 22 BANKS AVENUE  
NORTH TURRAMURRA NSW 2074  
Type of Entity : Private Company  
Industry Code (ANZSIC) : 69210  
Australian Company Number (ACN) : 130 186 800  
Public Officer : MR ERIC LEE  
GST Status : Registered  
GST Registration Date : 1 April 2008

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*Please turn over ...*

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## Certificate of Registration of a Company

This is to certify that

**ELA BLUE PTY LTD**

Australian Company Number 130186800

is a registered company under the Corporations Act 2001 and  
is taken to be registered in New South Wales.

The company is limited by shares.

The company is a proprietary company.

The day of commencement of registration is  
the seventeenth day of March 2008.

Issued by the  
Australian Securities and Investments Commission  
on this seventeenth day of March, 2008.



Anthony Michael D'Aloisio  
Chairman



CERTIFICATE

**Corporations Act 2001**

**A Company Limited by Shares**

**Constitution of**

**ELA blue Pty Ltd**

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1. This is the Constitution of the company.

**Interpretation**

2. (a) "the Act" or "the Corporations Act" means the Corporations Act 2001 or any act that amends or replaces it.
- (b) The rules in this Constitution apply to the company and to the extent that the replaceable rules from time to time contained in the Corporations Act apply to the company, the replaceable rules are modified as expressly provided in this Constitution.
- (c) Except in so far as the contrary intention appears, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

**Director Interested in Contract with Company**

3. The replaceable rule in section 194 is deleted and the following rule is substituted subject to section 191 of the Corporations Act:-
  - (a) No director shall be disqualified by his or her office from holding any office or place of profit under the company or under any company in which this company shall be a shareholder or otherwise interested or from contracting with the company either as vendor purchaser or otherwise.
  - (b) No such contract or any contract or arrangement entered into by or on behalf of the company in which any director shall be in any way interested shall be avoided nor shall any director be liable to account to the company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relations thereby established.
  - (c) A director may vote in respect of any contract or arrangement in which he or she is interested. A director may sign a document even though he or she is interested in the contract or arrangement to which the document relates.

**Director's Discretion to Refuse to Register Transfers**

4. The replaceable rule in section 1072G is deleted and the following rule is substituted:

The directors of the company may refuse to register a transfer of shares in the company for any reason and without assigning any reason for that refusal.

**Calls on Shares**

5. (a) The directors may make calls upon the members in respect of any money unpaid on the shares of the members and not by the terms of issue of those shares made payable at fixed times, except that no call shall exceed one quarter of the issue price of the shares or be payable earlier than one month from the date fixed for the payment of the last preceding call.

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- (b) Each member shall, upon receiving at least 14 days' notice specifying the time or times and place of payment, pay to the company at the time or times and place so specified the amount called on their shares.
- (c) The directors may revoke or postpone a call.
- (d) A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.
- (e) The joint holders of a share are jointly and severally liable to pay all calls in respect of the share.
- (f) If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at such rate not exceeding 8% per annum as the directors determine, but the directors may waive payment of that interest wholly or in part.
- (g) Any sum that, by the terms of issue of a share, becomes payable on issue or at a fixed date shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable, and, in case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.
- (h) The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
- (i) The directors may accept from a member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.
- (j) The directors may authorise payment by the company of interest upon the whole or any part of an amount so accepted, until the amount becomes payable, at such rate, not exceeding the prescribed rate, as is agreed upon between the directors and the member paying the sum. The prescribed rate of interest is:
  - (i) if the company has, by resolution, fixed a rate - the rate so fixed; and
  - (ii) in any other case - 8% per annum.

#### **Forfeiture of Shares**

- 6. (a) If a member fails to pay a call or instalment of a call on the day appointed for payment of the call or instalment, the directors may, at any time after that day during such time as any part of the call or instalment remains unpaid, serve a notice on the member requiring payment of so much of the call or instalment as is unpaid, together with any interest that has accrued.
- (b) The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.



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- (c) If the requirements of a notice served under this rule are not complied with, any share in respect of which the notice has been given may, after service of the notice and before the payment required by the notice has been made be forfeited by a resolution of the directors to that effect.
  - (d) Such a forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
  - (e) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and, at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the directors think fit.
  - (f) A person whose shares have been forfeited ceases to be a member in respect of the forfeited shares, but remains liable to pay to the company all money that, at the date of forfeiture, was payable by the member to the company in respect of the shares (including interest at the rate of 8% per annum from the date of forfeiture on the money for the time being unpaid if the directors think fit to enforce payment of the interest), but their liability ceases if and when the company receives payment in full of all the money (including interest) so payable in respect of the shares.
  - (g) A statement in writing declaring that the person making the statement is a director or a secretary of the company, and that a share in the company has been duly forfeited on a date stated in the statement, is prima facie evidence of the facts stated in the statement as against all persons claiming to be entitled to the share.
  - (h) The company may receive the consideration (if any) given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
  - (i) Upon the execution of the transfer, the transferee shall be registered as the holder of the share and is not bound to see to the application of any money paid as consideration.
  - (j) The title of the transferee to the share is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the share.
  - (k) The provisions of these rules as to forfeiture apply in the case of non-payment of any sum that, by the terms of issue of a share, becomes payable at a fixed time, as if that sum had been payable by virtue of a call duly made and notified.

#### **Indemnity and Insurance**

- 7. (a) Except to the extent prohibited by law and unless otherwise unlawful, every officer of the company must be indemnified out of the property of the company against any liability (including legal costs) to another person (other than the company or a related Body Corporate).
- (b) Except to the extent prohibited by law and unless otherwise unlawful, the company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the company against any liability for costs and expenses incurred by such person in defending proceedings, whether civil or criminal and whatever their outcome.
- (c) Except to the extent prohibited by law and unless otherwise unlawful, the company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the company against any liability incurred by the person as such an officer.

### Share capital

8. Without limiting any power to issue shares, issued shares may include:-

**ordinary shares**

"A", "A1", "A2" Class shares  
"B", "B1", "B2" Class shares  
"C", "C1", "C2" Class shares  
"D", "D1", "D2" Class shares  
"E", "E1", "E2" Class shares  
"F", "F1", "F2" Class shares  
"G", "G1", "G2" Class shares  
"H" Class Redeemable Preference shares  
"I" Class Redeemable Preference shares  
"J" Class Redeemable Preference shares

9. A member being the holder of an "A", "A1" or "A2" Class share holds that share subject to the following rights privileges and conditions:-

- (a) the right to attend and vote at all meetings of the company and on a show of hands or poll to one vote for every share held.
- (b) the right to participate in the dividends (if any) determined by the directors to be paid on that share;
- (c) in a winding up of the company to repayment of the paid issue price of such share and to participate in the division of surplus assets or profits of the company and in this regard to rank equally with all other shareholders so entitled.

10. A member being the holder of a "B", "B1" or "B2" Class share holds that share subject to the following rights, privileges and conditions:-

- (a) the right to attend and vote at all meetings of the company and on a show of hands or poll to one vote for every share held;
- (b) the right to participate in the dividends (if any) determined by the directors to be paid on that share;
- (c) in a winding up of the company to repayment of the paid issue price of such share but no right to participate in the division of surplus assets or profits of the company.

11. A member being the holder of a "C", "C1" or "C2" Class share holds that share subject to the following rights, privileges and conditions:-

- (a) the right to attend and vote at all meetings of the company and on a show of hands or poll to one vote for every share held;
- (b) no right to participate in any dividends;
- (c) in a winding up of the company to repayment of the paid issue price of such share but no right to participate in the division of surplus assets or profits of the company.

12. A member being the holder of a "D", "D1" or "D2" Class share holds that share subject to the following rights, privileges and conditions:-

- (a) the right to attend and vote at all meetings of the company and on a show of hands or poll to one vote for every share held;
- (b) no right to participate in any dividends;

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- (c) in a winding up of the company to repayment of the paid issue price of such share and to participate in the division of surplus assets or profits of the company and in this regard to rank equally with all other shareholders so entitled.
13. A member being the holder of an "E", "E1" or "E2" Class share holds that share subject to the following rights, privileges and conditions:-
- (a) no right to attend and vote at any meeting of the company;
  - (b) the right to participate in the dividends (if any) determined by the directors to be paid on that share;
  - (c) in a winding up of the company to repayment of the paid issue price of such share but no right to participate in the division of surplus assets or profits of the company.
14. A member being the holder of a "F", "F1" or "F2" Class share holds that share subject to the following rights, privileges and conditions:-
- (a) no right to attend and vote at any meeting of the company;
  - (b) the right to participate in the dividends (if any) determined by the directors to be paid on that share;
  - (c) in a winding up of the company to repayment of the paid issue price of such share and to participate in the division of surplus assets or profits of the company and in this regard to rank equally with all other shareholders so entitled.
15. A member being the holder of a "G", "G1" or "G2" Class share holds that share subject to the following rights, privileges and conditions:-
- (a) no right whatsoever to vote at any meeting of the company;
  - (b) no right to participate in any dividends;
  - (c) in a winding up of the company to repayment of the paid issue price of such share and to participate in the division of surplus assets or profits of the company and in this regard to rank equally with all other shareholders so entitled.
16. A member being the holder of a "H" Class Redeemable Preference share holds that share subject to the following rights, privileges and conditions:-
- (a) no right whatsoever to vote at any meeting of the company;
  - (b) upon giving seven days notice in writing of its intention so to do, delivered or posted to the last known address of the registered holder of any Redeemable Preference Share together with the amount paid up in respect of the shares to be redeemed, the company may at any time redeem all or from time to time redeem any one or more of the said Redeemable Preference Shares and such redemption shall take place immediately upon the expiry of seven days from the delivery or posting of the said notice of redemption and payment;
  - (c) in a winding up of the company to repayment of the issue price of such share in priority to all other shares in the company but no right to participate in the division of any surplus assets or profits of the company;
  - (d) the right to receive from the profits of the company as a first charge a non-cumulative preferential dividend at the rate of five percent (5%) per annum on the paid issue price of the "H" Class Redeemable Preference shares held.

17. A member being the holder of an "I" Class Redeemable Preference share holds that share subject to the following rights, privileges and conditions:-

- (a) no right whatsoever to vote at any meeting of the company;
- (b) upon giving seven days notice in writing of its intention so to do, delivered or posted to the last known address of the registered holder of any Redeemable Preference Share together with the amount paid up in respect of the shares to be redeemed, the company may at any time redeem all or from time to time redeem any one or more of the said Redeemable Preference Shares and such redemption shall take place immediately upon the expiry of seven days from the delivery or posting of the said notice of redemption and payment;
- (c) in a winding up of the company to repayment of the issue price of such share in priority to all other shares in the company except the "H" Class Redeemable Preference shares but no right to participate in the division of any surplus assets or profits of the company;
- (d) the right to participate in the dividends (if any) determined by the directors to be paid on that share.

18. A member being the holder of a "J" Class Redeemable Preference share holds that share subject to the following rights, privileges and conditions:-

- (a) the right to attend and vote at all meetings of the company and on a show of hands or poll to one vote for every share held;
- (b) upon giving seven days notice in writing of its intention so to do, delivered or posted to the last known address of the registered holder of any Redeemable Preference Share together with the amount paid up in respect of the shares to be redeemed, the company may at any time redeem all or from time to time redeem any one or more of the said Redeemable Preference Shares and such redemption shall take place immediately upon the expiry of seven days from the delivery or posting of the said notice of redemption and payment;
- (c) in a winding up of the company to repayment of the issue price of such share in priority to all other shares in the company except the "H" Class Redeemable Preference shares but no right to participate in the division of any surplus assets or profits of the company;
- (d) the right to participate in the dividends (if any) determined by the directors to be paid on that share.

#### Loan Clause

19. (a) Every Loan made by the Company to a member is deemed to be a Loan made in accordance with the Loan Agreement in Schedule 1 of this Constitution.
- (b) This Loan Agreement continues to apply if a Member ceases to be a Member.

## Matt Bell

---

**From:** Eric Lee [elee.architect@gmail.com]  
**Sent:** Wednesday, March 02, 2011 9:33 PM  
**To:** Matt Bell  
**Subject:** Fwd: Emailing: ABNLookup - Current details for 53 130 186 800

Hi Matt,

Is this adequate?

Eric

----- Forwarded message -----

**From:** Matthew Lee <mlee@lecalexander.com.au>  
**Date:** 3 March 2011 13:26  
**Subject:** Emailing: ABNLookup - Current details for 53 130 186 800  
**To:** Eric Lee <elee.architect@gmail.com>

We do not have a status report but this demonstrates your ABN is still active. Does this help?



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## Current details for 53 130 186 800

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This extract is based on information supplied by businesses to the Registrar of the Australian Business Register. Neither the Registrar nor the Federal Government guarantee this information is accurate, up to date or complete. Consider verifying this information from other sources.

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ABN: 53 130 186 800

[View ABN history](#)

Last modified: 30 Jul 2009

ABN status: Active from 17 Mar 2008

Entity name: ELA blue Pty Ltd

Entity type: [Australian Private Company](#)

GST registration status: Not currently registered for GST

Main business location

State: NSW

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Postcode: 2074

Trading name(s)

Other registrations

Deductible Gift Recipient: Not entitled to receive tax deductible gifts

ACN or ARBN: 130186800

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