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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

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**FOREIGN PROFIT/NONPROFIT CORPORATION  
FGF US FOREST HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

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**COVER LETTER**

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

**SUBJECT:** FGF US Forest Holdings, Inc.

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:

April McElwee

Name of Person

Sutherland Asbill & Brennan LLP

Firm/Company

1114 Avenue of the Americas, 40th Floor

Address

New York, New York 10036

City/State and Zip code

april.mcelwee@sutherland.com

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

For further information concerning this matter, please call:

April McElwee

Name of Person

at ( 212 ) 389-5002

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

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. FGF US Forest Holdings, Inc.

(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. Delaware

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

3. \_\_\_\_\_

(FEI number, if applicable)

4. November 8, 2011

(Date of incorporation)

5. Perpetual

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

## 6. \_\_\_\_\_

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

7. FGF US Forest Holdings, Inc. c/o R&A Investment Forestry

(Principal office address)

1480 7th Avenue San Francisco, California 94122

(Current mailing address)

8. acquire, develop, own, hold for investment, operate, manage and sell Permitted Real Estate Assets

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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.*

*Becky Peirce*

Becky Peirce  
Assistant Vice President

(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.

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

**A. DIRECTORS**

Chairman: James A. Rinehart

Address: FGF US Forest Holdings, Inc. c/o R&A Investment Forestry  
1480 7th Avenue San Francisco, California 94122

Vice Chairman: Dr. Florian Siemer

Address: c/o Neue Vermogen Asset Management, Traunstein, Gewerbepark Kaserne 5,  
83278 Traunstein, Germany

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

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

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

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

**B. OFFICERS**

President: James A. Rinehart, President, Treasurer & Secretary

Address: FGF US Forest Holdings, Inc. c/o R&A Investment Forestry  
1480 7th Avenue San Francisco, California 94122

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

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

Secretary: James A. Rinehart

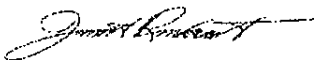
Address: FGF US Forest Holdings, Inc. c/o R&A Investment Forestry 1480 7th Avenue San Francisco, California 94122

Treasurer: James A. Rinehart

Address: FGF US Forest Holdings, Inc. c/o R&A Investment Forestry 1480 7th Avenue San Francisco, California 94122

**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. James Rinehart, President and Secretary

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

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# Delaware

PAGE 1

## *The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FGF US FOREST HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FGF US FOREST HOLDINGS, INC." WAS INCORPORATED ON THE EIGHTH DAY OF NOVEMBER, A.D. 2011.

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TALLAHASSEE, FLORIDA

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9187005

DATE: 11-30-11