F13000000670

(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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01/25/13--01018--025 **87.50

02/13/13--01005--001 **800.00

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13 FEB 12 PM 3:06
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TALLAHASSEE, FLORIDA

MRS 2/13/13

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Sybac Solar AG, Co.
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:

Alan L. Perez
Name of Person

Saunders Law Group
Firm/Company

P.O. Box 1279
Address

Bartow, Florida 33831-1279
City/State and Zip code

marcie@saunders-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alan L. Perez at (863) 533-6200
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

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

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 28, 2013

ALAN L PEREZ
PO BOX 1279
BARTOW, FL 33831-1279

SUBJECT: SYBAC SOLAR AG, CO.
Ref. Number: W13000005363

We have received your document for SYBAC SOLAR AG, CO. and your check(s) totaling $87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a $500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total $800.00.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Ruby Dunlap
Regulatory Specialist II   Letter Number: 413A00002043

PLEASE NOTE: You have included an alternate name in your document that is not allowed under corporate law. If you want to do business in Florida under a different name other than the one you incorporated under, you will need to file a fictitious name application. You can find this form on our website at www.sunbiz.org.

THOMAS C. SAUNDERS, ESQ.*
tom@saunders-law.com

ALAN L. PEREZ, ESQ.
alan@saunders-law.com

*Board Certified Specialist in Civil Trial Law
*Board Certified Specialist in Business Litigation
*Certified Circuit Mediator *Certified Family Mediator

Saunders
LAW GROUP

MARCIE K. ALVEY
Florida Registered Paralegal
marcie@saunders-law.com

MARY JO JERKINS
Florida Registered Paralegal
maryjo@saunders-law.com

Mailing Address: P.O. Box 1279 ▪ Bartow, FL 33831 ▪ Toll Free (866) 334-3309 ▪ Fax (863) 533-5800 ▪ www.saunders-law.com

Office Locations: 480 S. Broadway Ave. ▪ Bartow, FL 33830 ▪ PH (863) 533-6200
500 S. Florida Ave., Suite 800 ▪ Lakeland, FL 33801 ▪ PH (863) 687-6000

13 FEB 12 AM 10:02

February 11, 2013

Ruby Dunlop
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Sybac Solar AG v. 6th Street Solar Energy Park of Gainesville, LLC
Your Reference No.: W13000005363
Our File No.: 1330-001

Dear Ms. Dunlop:

Enclosed please find an Application By Foreign Corporation for Authorization to Transact Business in Florida in the above referenced matter. I have also attached the following items as requested on the letter sent on January 28, 2013. The items include:

1. A check in the amount of $800.00
2. Print out attesting to the content of the commercial register.
3. Certified translation of the print out attesting to the content of the commercial register, from German to English.

If the Application and all enclosures are appropriate, I would request that you please enter it.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,

SAUNDERS LAW GROUP

Alan L. Perez

ALP/ec
Enclosures

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

Sybac Solar AG of Florida, Co.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

3. N/A
(FEI number, if applicable)

4. July 29, 2004
(Date of incorporation)

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

6. February, 2010
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Rote Hohl 10, 56729 Kehrig, Rhineland-Palatinate, Germany
(Principal office address)

Rote Hohl 10, 56729 Kehrig, Rhineland-Palatinate, Germany
(Current mailing address)

8. Planning, sale and assembly of plants for the regenerative generation of electricity such as, e.g. photovoltaic and any other legal business
(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: Alan L. Perez

Office Address: 480 S. Broadway Ave.

Bartow, Florida 33830
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

Alan L. Perez
(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Roland Heuser

Address: Rote Hohl 10, 56729 Kehrig, Rhineland-Palatinate, Germany

Vice Chairman: Robert Watkins

Address: Rote Hohl 10, 56729 Kehrig, Rhineland-Palatinate, Germany

Director: Stephan Johannes Heinrich Tarlach

Address: Rote Hohl 10, 56729 Kehrig, Rhineland-Palatinate, Germany

Director: Ferry Feist

Address: Rote Hohl 10, 56729 Kehrig, Rhineland-Palatinate, Germany

B. OFFICERS

President: N/A

Address:

Vice President: N/A

Address:

Secretary: N/A

Address:

Treasurer: N/A

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. Roland Heuser CEO

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

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13 FEB 12 PM 3:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amtsgericht Koblenz

HRB 22855

Amtlicher chronologischer Ausdruck
vom 06. Dezember 2012 11:02:43

Der Ausdruck bezeugt den Inhalt des Handelsregisters.

Dabija

Dabija
Justizhauptsekretärin

Handelsregister B des Amtsgerichts Koblenz

Amtlicher Ausdruck
Abruf vom 06.12.2012 11:01

Nummer der Firma: **HRB 22855**
Seite 1 von 2

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
1	a) Sybac - Solar AG b) Kehrig Geschäftsanschrift: Rote Hohl 10, 56729 Kehrig c) Gegenstand des Unternehmens ist die Projektierung, der Vertrieb und die Montage von Anlagen zur regenerativen Stromerzeugung wie z.B. Photovoltaik.	50.000,00 EUR	a) Ist nur ein Vorstandsmitglied bestellt, so vertritt es die Gesellschaft allein. Sind mehrere Vorstandsmitglieder bestellt, so wird die Gesellschaft durch zwei Vorstandsmitglieder oder durch ein Vorstandsmitglied gemeinsam mit einem Prokuristen vertreten. b) Vorstand: Heuser, Roland, Sinzig, *09.03.1970 einzelvertretungsberechtigt mit der Befugnis, im Namen der Gesellschaft mit sich als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.		a) Aktiengesellschaft Satzung vom 12.08.2011 b) Entstanden durch Umwandlung im Wege des Formwechsels der Sybac - Solar GmbH, Kehrig (Amtsgericht Koblenz, HRB 15474) nach Maßgabe des Beschlusses der Gesellschafterversammlung vom 12.08.2011.	a) 30.11.2011 Spieß-Welp
2			b) stellvertretender Vorstandsvorsitzender: Watkins, Robert Frank, Kehrig, *02.09.1965 einzelvertretungsberechtigt mit der Befugnis, im Namen der Gesellschaft mit sich als Vertreter eines Dritten Rechtsgeschäfte abzuschließen. Vorstandsmitglied: Tarlach, Stephan Johannes Heinrich, Hanstedt, *06.07.1968 mit der Befugnis, im Namen der Gesellschaft mit sich als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.			a) 28.12.2011 Zell b) Fall 2
3			b) Vorstand: Feist, Ferry, Remagen, *30.12.1970 mit der Befugnis, im Namen der Gesellschaft mit sich als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.			a) 25.01.2012 Zell b) Fall 3

Handelsregister B des Amtsgerichts Koblenz

Amtlicher Ausdruck
Abruf vom 06.12.2012 11:01

Nummer der Firma: **HRB 2285[illegible]**
Seite 2 von 2

Nummer der Eintragung	a) Firma b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen c) Gegenstand des Unternehmens	Grund- oder Stammkapital	a) Allgemeine Vertretungsregelung b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftende Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis	Prokura	a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Bemerkungen
1	2	3	4	5	6	7
4		92.000,00 EUR			a) Die am 28.06.2012 beschlossene Erhöhung des Grundkapitals um 42.000,00 EUR ist durchgeführt; §§ 3 (Höhe und Einteilung des Grundkapitals), 15 (Beschlussfassung) der Satzung ist geändert.	a) 17.08.2012 Lanzendörfer b) Fall 4
5		100.000,00 EUR			a) Die Hauptversammlung vom 29.06.2012 hat die Erhöhung des Grundkapitals gegen Sacheinlage um 8.000,00 Euro beschlossen.Die am 29.06.2012 beschlossene Erhöhung des Grundkapitals gegen Sacheinlage um 8.000,00 EUR ist durchgeführt. § 3 der Satzung (Höhe und Einteilung des Grundkapitals) ist geändert.	a) 17.08.2012 Lanzendörfer b) Fall 5
6			b) Vorstandsbezeichnung geändert Vorstandsvorsitzender: Heuser, Roland, Sinzig, *09.03.1970 einzelvertretungsberechtigt mit der Befugnis, im Namen der Gesellschaft mit sich als Vertreter eines Dritten Rechtsgeschäfte abzuschließen.			a) 30.08.2012 Lanzendörfer b) Fall 7
7					b) Die Gesellschaft ist als übernehmender Rechtsträger nach Maßgabe des Verschmelzungsvertrages vom 29.06.2012 sowie der Zustimmungsbeschlüsse ihrer Gesellschafterversammlung vom 29.06.2012 und der Gesellschafterversammlung des übertragenden Rechtsträgers vom 29.06.2012 mit der Sybac Solar Projekt GmbH mit Sitz in Sinzig (AG Koblenz, HRB 22062) verschmolzen (Verschmelzung durch Aufnahme).	a) 07.09.2012 Lanzendörfer b) Fall 6

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Amtsgericht * Koblenz *

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFIED TRANSLATION FROM GERMAN

<emblem>

Koblenz Local Court

HRB 22855

Official chronological printout dated
6th December 2012 11:02:43

The printout attests to the content of the commercial register.

Signature Dabija
Judiciary secretary

Stamp: Koblenz Local Court

CERTIFIED TRANSLATION FROM GERMAN

Official printout
accessed on 06/12/2012 11:01

Commercial Register B of Amtsgericht Koblenz (Local Court)

Company Number: **HRB 22855**

Entry Number	a) Company b) Headquarters, registered office, domestic business address, person authorized to receive payments/goods, subsidiaries c) Corporate purpose	Initial or ordinary share capital	a)General policies of representation b) Board, executive body, managing directors, personally liable partners, managing director, authorized representatives and special powers of representation	Power of procuration	a) Legal form, commencement, statute or articles of association b) Other legal relations	a) Date of entry b) Remarks
1	2	3	4	5	6	7
1	a) Sybac - Solar AG b) Kehrig Business address: Rote Hohl 10, 56729 Kehrig c) Corporate purpose is the planning, sale and assembly of plants for the regenerative generation of electricity such as e.g. photovoltaic.	50,000.00 euro	a) If only one member of the Board is appointed, he represents the company solely. If several members of the Board are appointed, the company is represented by two members of the Board or by one member of the Board together with another authorized signatory. b) Board: Heuser, Roland, Sinzig, *09/03/1970 Sole representative with the power to conclude legal transactions in the company's name with himself as representative of a third party.		a) Aktiengesellschaft (joint stock company) Articles of association dated 12/08/2011 b) Emerged by transformation in the process of changing form of Sybac – Solar GmbH, Kehrig (Amtsgericht (Local Court) Koblenz, HRB 15474) according to decision of company meeting on 12/08/2011).	a) 30/11/2011 Spieß-Welp
2			b) vice-chairman of the Board: Watkins, Robert Frank, Kehrig, *02/09/1965 Sole representative with the power to conclude legal transactions in the company's name with himself as representative of a third party Member of the Board: Tarlach, Stephan Johannes Heinrich, Hanstedt, *06/07/1968 with the power to conclude legal transactions in the company's name with himself as representative of a third party			a) 28/12/2011 Zell b) case 2
3			b) Board: Feist, Ferry, Remagen, *30/12/1970 with the power to conclude legal transactions in the company's name with himself as representative of a third party.			a) 25/01/2012 Zell b) case 3

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TALLAHASSEE, FLORIDA

CERTIFIED TRANSLATION FROM GERMAN

Official printout

Commercial Register B of Amtsgericht Koblenz (Local Court) accessed on 06/12/2012 11:01

Company Number: **HRB 22855**

Entry Number	a) Company b) Headquarters, registered office, domestic business address, person authorized to receive payments/goods, subsidiaries c) Corporate purpose	Initial or ordinary share capital	a)General policies of representation b) Board, executive body, managing directors, personally liable partners, managing director, authorized representatives and special powers of representation	Power of procuration	a) Legal form, commencement, statutes or articles of association b) Other legal relations	a) Date of entry b) Remarks
1	2	3	4	5	6	7
4		92,000.00 euro			a) The increase of share capital by 42,000.00 euro decided on 28/06/2012 has been carried out; §§ 3 (amount and division of the share capital), 15 (quorum) of the articles of association have been amended.	a) 17/08/2012 Lanzendörfer b) case 4
5		100,000.00 euro			a) The general meeting of 29/06/2012 has decided to increase the share capital against contribution in kind by 8,000,000 euro. The increase of the share capital against contribution in kind by 8,000,000 euro decided on 29/06/2012 has been carried out, § 3 of the articles of association (amount and division of the share capital) has been amended.	a) 17/08/2012 Lanzendörfer b) case 5
6			b) Designation of the Board modified Chairman of the Board: Heuser, Roland, Sinzig, *09/03/1970 Sole representative with the power to conclude legal transactions in the company's name with himself as representative of a third party			a) 30/08/2012 Lanzendörfer b) case 7
7					b) The company has merged as acquiring legal entity according to the merger contract dated 29/06/2012 and the approval decisions of their company meeting of 29/06/2012 and the company meeting of the transferring legal entity of 29/06/2012 with Sybac Solar Project GmbH with headquarters in Sinzig (AG Koblenz (Local Court), HRB 22062) (merger by absorption).	a) 07/09/2012 Lanzendörfer b) case 6

Stamp overleaf: Koblenz Local Court

I hereby certify that the above translation consisting of 3 pages is a true and correct rendering of the German document submitted to me as a copy.

Landau, 12/12/2012

Denise Li-Sai

Denise Li-Sai
Ostbahnstr. 30
76829 Landau i.d. Pfalz
Tel. 06341/890380
Fax 919772

Denise Li-Sai · Ostbahnstr. 30 · 76829 Landau · Vom Präsidenten des Landgerichts Landau i.d. Pfalz ermächtigte Übersetzerin der engl., franz. und deut. Sprache für die Gerichte und Notare des Landes Rheinland-Pfalz · Tel. 06341/890380 · Fax 919772

Translator of the English, French and German language authorized by the President of the Regional Court of Landau i.d. Pfalz for the courts and notaries of Rhineland-Palatinate

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