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**COVER LETTER**

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

**SUBJECT:** HGR Patton (Luxembourg) S.à r.l. (Company)

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:

Brian Kensil, Branch Manager

Name of Person

HGR Patton (Luxembourg) S.a'r.l. US Branch

Firm/Company

1300 Building, 1300 N. Semoran Boulevard Suite 130,

Address

Orlando, Florida 32807, United States of America

City/State and Zip code

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

For further information concerning this matter, please call:

Brian Kensil

Name of Person

at (407) 658-1199

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. HGR Patton (Luxembourg) S.à r.l. (Company)  
(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. Luxembourg 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 7, 2012 5. perpetual  
(Date of incorporation) (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. 5, Rue Guillaume Kroll, L-1882 Luxembourg  
(Principal office address)

5, Rue Guillaume Kroll, L-1882 Luxembourg  
(Current mailing address)

8. US Branch will hold US investments  
(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: Brian Kensil, Branch Manager

Office Address: 1300 Building, 1300 N. Semoran Boulevard, Suite 130

Orlando, Florida 32807, Florida 32807  
(City) (Zip code)

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:~~ Dominique Robyns c/o HGR Patton (Luxembourg) S.a'r.l.

Address: 5, Rue Guillaume Kroll

L-1882 Luxembourg

~~Vice Chairman:~~ John Sinkus c/o HGR Patton (Luxembourg) S.a'r.l.

Address: 5, Rue Guillaume Kroll

L-1882 Luxembourg

Director: Göran Thorstensson c/o HGR Patton (Luxembourg) S.a'r.l.

Address: 5, Rue Guillaume Kroll

L-1882 Luxembourg

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

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

**B. OFFICERS**

President: Brian Kensil, US Branch Manager

Address: 1300 Building, 1300 N. Semoran Boulevard, Suite 130

Orlando, Florida 32807

Vice President: Debbie Quisenberry, US Branch Assistant Manager

Address: 1300 Building, 1300 N. Semoran Boulevard, Suite 130

Orlando, Florida 32807

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

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

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

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

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

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

Brian E. Kensil  
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. \_\_\_\_\_

Brian E. Kensil  
(Typed or printed name and capacity of person signing application)

**EXTRAIT**

HGR Patton (Luxembourg) S.à r.l.

**Numéro d'immatriculation :** B 168745**Date d'immatriculation / d'inscription :** 15/05/2012**Dénomination(s) ou raison(s) sociale(s) :**

HGR Patton (Luxembourg) S.à r.l.

**Forme juridique :** Société à responsabilité limitée**Siège social :**5, rue Guillaume Kroll  
L - 1882 Luxembourg

**Indication de l'objet social :** L'objet de la Société est de prendre des participations et intérêts, sous quelque forme que ce soit, dans toutes sociétés ou entreprises commerciales, industrielles, financières ou autres, luxembourgeoises ou étrangères, d'acquérir par voie de participation, d'apport, de souscription, de prise ferme ou d'option d'achat, de négociation et de toute autre manière tous titres, droits, valeurs, brevets et licences et autres droits réels, droits personnels et intérêts, comme la Société le jugera utile, et de manière générale de les détenir, les gérer, les mettre en valeur et les céder en tout ou en partie, pour le prix que la Société jugera adapté et en particulier contre les parts ou titres de toute société les acquérant; de conclure, d'assister ou de participer à des transactions financières, commerciales ou autres et d'octroyer à toute société holding, filiale ou toute autre société liée d'une manière ou d'une autre à la Société ou toute société appartenant au même groupe de sociétés, tout concours, prêts, avances ou garanties; d'emprunter ou de lever des fonds de quelque manière que ce soit et de garantir le remboursement de toute somme empruntée. La Société peut également consentir des garanties personnelles ou des sûretés réelles (y compris remontantes et croisées) au profit de tierces personnes afin de garantir ses obligations ou les obligations des sociétés ou autres ... (\*) (\*)

**Capital social / fonds social :**

Montant : 22.000 USD

Etat de libération: Entièrement libéré

**Date de constitution :** 07/05/2012**Durée :**

Illimitée

**Exercice social :**

Par exception, l'exercice social ayant débuté en date du 07/05/2012 se terminera en date du 31/12/2012.

Du: 01/01 au: 31/12

**Associé(s) :**FILED  
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Dénomination ou raison sociale : HGR (Gibraltar) Limited  
Forme juridique : limited  
Pays : Gibraltar  
Nom du registre : Companies House Gibraltar  
Siège social de la personne morale :  
19, Town Range, bâtiment Burns House, étage Suite 1, GBZ - Gibraltar  
Parts détenues : 22 parts sociales

**Administrateur(s)/gérant(s) :**

Régime de signature statutaire : La Société sera engagée par la seule signature de son gérant unique, et, en cas de pluralité de gérants, par la signature conjointe de deux gérants.

Organe : Conseil de Gérance

Nom : Robyns Prénom(s) : Dominique

Fonction : Gérant

Adresse privée ou professionnelle de la personne physique :

5, rue Guillaume Kroll, L - 1882 Luxembourg

Durée du mandat : Indéterminée Date de nomination : 07/05/2012

Pouvoir de signature : Conformément à l'article 12 de ses statuts, la Société sera engagée par la seule signature de son gérant unique, et, en cas de pluralité de gérants, par la signature conjointe de deux gérants.

Nom : Sinkus Prénom(s) : John

Fonction : Gérant

Adresse privée ou professionnelle de la personne physique :

80, South Main Street, USA - 03733 Hanover

Durée du mandat : Indéterminée Date de nomination : 07/05/2012

Pouvoir de signature : Conformément à l'article 12 de ses statuts, la Société sera engagée par la seule signature de son gérant unique, et, en cas de pluralité de gérants, par la signature conjointe de deux gérants.

Nom : Thorstensson Prénom(s) : Göran

Fonction : Gérant

Adresse privée ou professionnelle de la personne physique :

67, Grevgatan, S - 114 59 Stockholm

Durée du mandat : Indéterminée Date de nomination : 07/05/2012

Pouvoir de signature : Conformément à l'article 12 de ses statuts, la Société sera engagée par la seule signature de son gérant unique, et, en cas de pluralité de gérants, par la signature conjointe de deux gérants.

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(\*) Extrait de l'inscription : Pour le détail prière de se reporter au dossier.

**Pour extrait conforme (\*)**

**Luxembourg, le 03/01/2013**

**Pour le gestionnaire du registre de commerce et des sociétés**



**Philippe LONIEN**

<sup>1</sup> En application de l'article 21 paragraphe 2 de la loi modifiée du 19 décembre 2002 concernant le registre de commerce et des sociétés ainsi que la comptabilité et les comptes annuels des entreprises et l'article 21 du règlement grand-ducal modifié du 23 janvier 2003 portant exécution de la loi du 19 décembre 2002, le présent extrait reprend au moins la situation à jour des données communiquées au registre de commerce et des sociétés jusqu'à trois jours avant la date d'émission dudit extrait. Si une modification a été notifiée au registre de commerce et des sociétés entre temps, il se peut qu'elle n'ait pas été prise en compte lors de l'émission de l'extrait.

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## EXTRACT

HGR Patton (Luxembourg) S.à r.l.

**Registration number:** B 168745

**Registration date:** 15/05/2012

**Company name(s) or partnership style(s):**

HGR Patton (Luxembourg) S.à r.l.

**Legal form:** Private limited company ("*société à responsabilité limitée*")

**Registered office:**

5, rue Guillaume Kroll,  
L-1882 Luxembourg

**Corporate Purpose:** The Company's purpose is to take participations and interests, in any form whatsoever, in any commercial, industrial, financial or other, Luxembourg or foreign companies or enterprises and to acquire through participations, contributions, underwriting, purchases or options, negotiation or in any other way any securities, rights, patents and licences, and other property, rights and interest in property as the Company shall deem fit, and generally to hold, manage, develop, sell or dispose of the same, in whole or in part, for such consideration as the Company may think fit, and in particular for shares or securities of any company purchasing the same; to enter into, assist or participate in financial, commercial and other transactions, and to grant to any holding company, subsidiary, or fellow subsidiary, or any other company which belong to the same group of companies than the Company any assistance, loans, advances or guarantees; to borrow and raise money in any manner and to secure the repayment of any money borrowed. The Company may also give guarantees and grant securities (including up-stream and cross-stream) in favour of third parties to secure its obligations or the obligations of any companies or other ... (\*) (\*)

**Share Capital:**

Amount: USD 22,000

Status of payment: Entirely paid-up

**Date of incorporation:** 07/05/2012

**Duration:**

Unlimited

**Financial year:**

Exceptionally, the financial year having begun on the date 07/05/2012 shall end on the date 31/12/2012.

From: 01/01 to 31/12

**Shareholder(s):**

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Company name or partnership style: HGR (Gibraltar) Limited  
Legal form: limited  
Country: Gibraltar  
Name of register: Companies House Gibraltar  
Registered office of the legal entity:  
19, Town Range, building Burns House, floor Suite 1, GBZ – Gibraltar  
Shares held: 22 shares

**Director(s)/ Manager(s):**

Statutory signature regime: The Company shall be bound by the sole signature of its sole manager and, in the case of plurality of managers, by the joint signatures of two managers.

Corporate Body: board of managers

Surname: Robyns First name(s): Dominique  
Position: Manager  
Individual's private or professional address:  
5, rue Guillaume Kroll, L-1882 Luxembourg  
Duration of mandate: Unlimited Appointment date: 07/05/2012  
Power of signature: In accordance with article 12 of its articles of association, the Company shall be bound by the sole signature of its sole manager and, in the case of plurality of managers, by the joint signatures of two managers.

Surname: Sinkus First name(s): John  
Position: Manager  
Individual's private or professional address:  
80, South Main Street, USA- 03755 Hanover  
Duration of mandate: Unlimited Appointment date: 07/05/2012  
Power of signature: In accordance with article 12 of its articles of association, the Company shall be bound by the sole signature of its sole manager and, in the case of plurality of managers, by the joint signatures of two managers.

Surname: Thorstensson First name(s): Göran  
Position: Manager  
Individual's private or professional address:  
67, Grevgatan, S-11459 Stockholm  
Duration of mandate: Unlimited Appointment date: 07/05/2012  
Power of signature: In accordance with article 12 of its articles of association, the Company shall be bound by the sole signature of its sole manager and, in the case of plurality of managers, by the joint signatures of two managers.

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(\*) Extract of record: For additional detail please refer to the records.

**Certified true extract (1)**

**Luxembourg, 03/01/2013**

**For the Luxembourg Trade and Companies Register manager(2)**

(1) By application of article 21 paragraph 2 of the law of 19 December 2002 on the Trade and Companies Register as amended as well as the accounting and annual accounts of companies and article 21 of the Grand Ducal Regulation of 23 January 2003 as amended decreeing the application of the law of 19 December 2002, the present extract shows at least the updated situation of the data communicated to the Trade and Companies Register up to three days prior to the date of issuance of the said extract. If a modification has in the meantime been notified to the Trade and Companies Register, it may be that it was not yet taken into account at the time of issue of the extract.

(2) The present extract is prepared and signed electronically.

The trade and companies register manager and the shareholders guarantees the authenticity of the origin and completeness of the information contained in the present extract as against information recorded in the trade and companies register only if the present extract is electronically signed by the trade and companies register manager.

Free unofficial English translation made by MNKS S.à r.l. of the attached certificate issued by the Luxembourg Trade and Companies Register on 3 January 2013.

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