

# F/3000002854

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS  
2013 JUL -1 AM 10:45  
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2013 JUL -1 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*K 07/02/13*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 709349 4302216

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 78.75

ORDER DATE : July 1, 2013

ORDER TIME : 10:28 AM

ORDER NO. : 709349-005

CUSTOMER NO: 4302216

FOREIGN FILINGS

NAME: CAREFREE TRS INC.

XXXX QUALIFICATION . (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
XX \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_

## COVER LETTER

TO: New Filing Section  
Division of Corporations

SUBJECT: **Carefree TRS 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:

**Jason Mohr**

Name of Person

**Simpson Thacher & Bartlett LLP**

Firm/Company

**425 LEXINGTON AVENUE**

Address

**New York, New York 10017**

City/State and Zip code

**jason.mohr@stblaw.com**

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

For further information concerning this matter, please call:

**Jason Mohr**

at ( **212** ) **455-2274**

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

**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. Carefree TRS 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 3. 90-1000404  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/27/13 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. n/a  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. Centerbridge Capital Partners II  
(Principal office address)  
375 Park Avenue, 12th Floor, New York, NY 10152  
(Current mailing address)
8. any lawful act or activity in which corporations may be organizaed  
(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, Florida 32301  
(City) (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.*

Corporation Service Company

By: Sue G. Knight

(Registered agent's signature)

**Sue G. Knight**  
**Assistant Vice President**

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: DIRECTOR: WILLIAM D. RAHM

Address: 375 Park Avenue, 12th Floor, New York, NY 10152

Vice Chairman: DIRECTOR: PHILLIP M. FUNK

Address: 375 Park Avenue, 12th Floor, New York, NY 10152

Director: DIRECTOR: MATTHEW J. DABROWSKI

Address: 375 Park Avenue, 12th Floor, New York, NY 10152 375 Park Avenue, 12th Floor, New York, NY 10152

Director:

Address:

**B. OFFICERS**

President: CHIEF EXECUTIVE OFFICER: DAVID NAPP

Address: 375 Park Avenue, 12th Floor, New York, NY 10152

Vice President: PRESIDENT: COLLEEN EDWARDS

Address: 375 Park Avenue, 12th Floor, New York, NY 10152

Secretary: VICE PRESIDENT AND SECRETARY: PHILLIP M. FUNK

Address: 375 Park Avenue, 12th Floor, New York, NY 10152

Treasurer: VICE PRESIDENT AND TREASURER: WILLIAM D. RAHM

Address: 375 Park Avenue, 12th Floor, New York, NY 10152

**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. Matthew J. Dabrowski - Director

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CAREFREE TRS 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 FIRST DAY OF JULY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CAREFREE TRS INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2013.

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

FILED  
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DEPARTMENT OF STATE  
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: 0553526

DATE: 07-01-13