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(Requestor's Name)

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

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(Address)

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

☐ PICK-UP

☐ WAIT

☐ MAIL

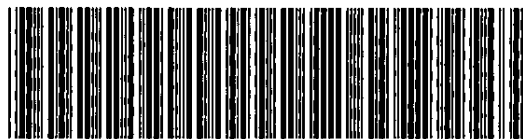
\_\_\_\_\_  
(Business Entity Name)

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

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

Special Instructions to Filing Officer:

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**SCBL Holdings Inc.**

# TRANSMITTAL

**To:** New Filing Section Division of Corporations  
**From:** SCBL Holdings Inc.  
**Date:** March 10, 2014  
**Re:** Application by Foreign Corporation for Authorization to Transact Business in Florida

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To whom it may concern,

Please see attached signed "application by foreign corporation for authorization to transact business in Florida". A certified cheque has also been included in the amount of \$87.50 for filing fee, certificate of status & certified copy.

We have also included for your reference a copy of the following:

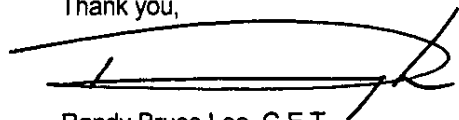
- Canadian Incorporation documents
- Resolution of board of directors
- IRS SCBL Holdings Inc. EIN (Employer Identification Number)

Should you have any questions or concerns, please do not hesitate to call or e-mail.

If possible, a confirmation e-mail would be very much appreciated once our application is processed and our company is registered.

Please do not hesitate to call if you have any questions or concerns.

Thank you,



Randy Bruce Lee, C.E.T.

*President*

SCBL Holdings Inc.

## COVER LETTER

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

**SUBJECT:** SCBL 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:

Randy Bruce Lee

Name of Person

SCBL Holdings Inc.

Firm/Company

5055 North Bluff Drive

Address

Gloucester, Ontario, Canada, Post code: K1V 2J2

City/State and Zip code

scblholdings@aol.com

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

For further information concerning this matter, please call:

Randy Bruce Lee

Name of Person

at ( 613 ) 978-7754

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:

- |   |  |   |  |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input checked="" type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>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. **SCBL Holdings Inc.**

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

**SCBL Holdings FLorida Inc.**

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

2. **Canada**

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

3. **98-1054265**

(FEI number, if applicable)

4. **January 27, 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. **5055 North Bluff Drive, Gloucester, Ontario, Canada, K1V 2J2**

(Principal office address)

**5055 North Bluff Drive, Gloucester, Ontario, Canada, K1V 2J2**

(Current mailing address)

8. **Rental property holding company.**

(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: **Ron York**

Real Property Management & Realty, Inc. 1151 N. Orange Ave.

Office Address:

**Winter Park**

(City)

, Florida

**32789**

(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: N/A

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

Vice Chairman: N/A

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

Director: N/A

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

Director: N/A

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

**B. OFFICERS**

President: Randy Bruce Lee

Address: 5055 North Bluff Drive, Gloucester, Ontario, Canada, K1V 2J2

Vice President: N/A

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

Secretary: Shane Currey

Address: 1729 Bank St, Ottawa, Ontario, Canada, K1V 7Z5

Treasurer: Shane Currey

Address: 1729 Bank St, Ottawa, Ontario, Canada, K1V 7Z5

**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. Randy Bruce Lee

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

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## Certificate of Incorporation

*Canada Business Corporations Act*

## Certificat de constitution

*Loi canadienne sur les sociétés par actions*

SCBL Holdings Inc.

Corporate name / Dénomination sociale

776450-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation, the articles of incorporation of which are attached, is incorporated under the *Canada Business Corporations Act*.

JE CERTIFIE que la société susmentionnée, dont les statuts constitutifs sont joints, est constituée en vertu de la *Loi canadienne sur les sociétés par actions*.

Marcie Girouard

Director / Directeur

2011-01-27

Date of Incorporation (YYYY-MM-DD)

Date de constitution (AAAA-MM-JJ)



Industry  
Canada

Industrie  
Canada

2011-01-28

Corporations Canada  
9th floor, Jean Edmonds Towers South  
365 Laurier Avenue West  
Ottawa, Ontario K1A 0C8

Corporations Canada  
9e étage, Tour Jean Edmonds sud  
365, avenue Laurier ouest  
Ottawa (Ontario) K1A 0C8

## Corporation Information Sheet

*Canada Business Corporations Act (CBCA)*

## Fiche de renseignements concernant la société

*Loi canadienne sur les sociétés par actions (LCSA)*

SCBL Holdings Inc.

Corporation Number	776450-2	Numéro de société
Corporation Key Required for changes of address or directors online	79976682	Clé de société Requise pour mettre à jour en ligne l'adresse du siège social ou l'information concernant les administrateurs
Anniversary Date Required to file annual return	01-27 (mm-dd/mm-jj)	Date anniversaire Requise pour le dépôt du rapport annuel
Annual Return Filing Period Starting in 2012	01-27 to/au 03-28 (mm-dd/mm-jj)	Période pour déposer le rapport annuel Débutant en 2012

### Reporting Obligations

A corporation can be dissolved if it defaults in filing a document required by the CBCA. To understand the corporation's reporting obligations, consult **Keeping Your Corporation In Good Standing** (enclosed or available on our website).

### Obligations de déclaration

Une société peut être dissoute si elle omet de déposer un document requis par la LCSA. Pour connaître les obligations de déclaration de la société veuillez consulter la brochure **Maintenir votre société en conformité**, ci-jointe ou disponible dans notre site Web.

### Corporate Name

Where a name has been approved, be aware that the corporation assumes full responsibility for any risk of confusion with existing business names and trademarks (including those set out in the NUANS® search report). The corporation may be required to change its name in the event that representations are made to Corporations Canada and it is established that confusion is likely to occur. Also note that any name granted is subject to the laws of the jurisdiction where the corporation carries on business. For additional information, consult **Protecting Your Corporate Name** (enclosed or available on our website).

### Dénomination sociale

En dépit du fait que Corporations Canada ait approuvé la dénomination sociale, il faut savoir que la société assume toute responsabilité de risque de confusion avec toutes dénominations commerciales, marques de commerce existantes (y compris celles qui sont citées dans le rapport de recherche NUANS<sup>MD</sup>). La société devra peut-être changer sa dénomination advenant le cas où des représentations soient faites auprès de Corporations Canada établissant qu'il existe une probabilité de confusion. Il faut aussi noter que toute dénomination octroyée est assujettie aux lois de l'autorité législative où la société mène ses activités. Pour obtenir de l'information supplémentaire, veuillez consulter le document **Protection de la dénomination sociale** ci-joint ou disponible dans notre site Web.

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**Form 1**  
**Articles of Incorporation**  
*Canada Business Corporations Act (s. 6)*

**Formulaire 1**  
**Statuts constitutifs**  
*Loi canadienne sur les sociétés par actions (art. 6)*

1	Corporate name Dénomination sociale <b>SCBL Holdings Inc.</b>
2	The province or territory in Canada where the registered office is situated La province ou le territoire au Canada où est situé le siège social <b>ON</b>
3	The classes and any maximum number of shares that the corporation is authorized to issue Catégories et le nombre maximal d'actions que la société est autorisée à émettre <b>See attached schedule / Voir l'annexe ci-jointe</b>
4	Restrictions on share transfers Restrictions sur le transfert des actions <b>See attached schedule / Voir l'annexe ci-jointe</b>
5	Minimum and maximum number of directors Nombre minimal et maximal d'administrateurs <b>Min. 1      Max. 10</b>
6	Restrictions on the business the corporation may carry on Limites imposées à l'activité commerciale de la société <b>None</b>
7	Other Provisions Autres dispositions <b>See attached schedule / Voir l'annexe ci-jointe</b>
8	<b>Incorporator's Declaration:</b> I hereby certify that I am authorized to sign and submit this form. <b>Déclaration des fondateurs :</b> J'atteste que je suis autorisé à signer et à soumettre le présent formulaire.

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Shane Currey      508 Evered Ave., Ottawa ON  
K1Z 5K8, Canada

Original signed by / Original signé par  
Shane Currey  
\_\_\_\_\_  
Shane Currey

Randy Bruce Lee      5055 North Bluff Drive,  
Gloucester ON  
K1V 2J2, Canada

Original signed by / Original signé par  
Randy Bruce Lee  
\_\_\_\_\_  
Randy Bruce Lee

Note. Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).  
Nota : Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).



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## Form 2

### Initial Registered Office Address and First Board of Directors

Canada Business Corporations Act  
(CBCA) (s. 19 and 106)

## Formulaire 2

### Siège social initial et premier conseil d'administration

Loi canadienne sur les sociétés par  
actions (LCSA) (art. 19 et 106)

1	Corporate name Dénomination sociale  SCBL Holdings Inc.									
2	Address of registered office Adresse du siège social  Care of / Aux soins de : SCBL Holdings Inc. 508 Evered Ave. Ottawa ON K1Z 5K8									
3	Additional address Autre adresse									
4	Members of the board of directors Membres du conseil d'administration  <table><thead><tr><th></th><th></th><th>Resident Canadian Résident Canadien</th></tr></thead><tbody><tr><td>Shane Currey</td><td>508 Evered Ave., Ottawa ON K1Z 5K8, Canada</td><td>Yes / Oui</td></tr><tr><td>Randy Bruce Lee</td><td>5055 North Bluff Drive, Gloucester ON K1V 2J2, Canada</td><td>Yes / Oui</td></tr></tbody></table>			Resident Canadian Résident Canadien	Shane Currey	508 Evered Ave., Ottawa ON K1Z 5K8, Canada	Yes / Oui	Randy Bruce Lee	5055 North Bluff Drive, Gloucester ON K1V 2J2, Canada	Yes / Oui
		Resident Canadian Résident Canadien								
Shane Currey	508 Evered Ave., Ottawa ON K1Z 5K8, Canada	Yes / Oui								
Randy Bruce Lee	5055 North Bluff Drive, Gloucester ON K1V 2J2, Canada	Yes / Oui								
5	Declaration: I certify that I have relevant knowledge and that I am authorized to sign this form. Déclaration : J'atteste que je possède une connaissance suffisante et que je suis autorisé(e) à signer le présent formulaire.									

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Original signed by / Original signé par  
Shane Currey

Shane Currey  
613-733-3312

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).

Nota : Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

## **Schedule / Annexe**

### **Description of Classes of Shares / Description des catégories d'actions**

The Corporation is authorized to issue, an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares, an unlimited number of Class C Common Shares, an unlimited number of Class D Common Shares, an unlimited number of Class E Preferred Shares, an unlimited number of Class F Preferred Shares, which shall have the following rights, privileges, restrictions and conditions attaching to each class of shares, respectively:

**Class A Common Shares:** the holders of which are entitled to: a) vote at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote; and b) receive dividends exclusive of the holders of other classes of shares in the Corporation.

**Class B Common Shares:** the holders of which are entitled to: a) vote at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote; and b) receive dividends exclusive of the holders of other classes of shares in the Corporation.

**Class C Common Shares:** the holders of which are entitled to: a) vote at all meetings of shareholders except meetings at which only holders of a specified class of shares are entitled to vote; and b) receive dividends exclusive of the holders of other classes of shares in the Corporation.

**Class D Common Shares:** the holders of which are entitled to receive dividends exclusive of the holders of other classes of shares in the Corporation; but shall not be entitled to vote at any meetings of shareholders except as otherwise specifically provided in the Canada Business Corporations Act.

Subject to the rights of the holders of Class E Preference Shares and Class F Preference Shares, in the event of a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class A Common Shares, Class B Common Shares, Class C Common Shares and Class D Common Shares shall be entitled to receive the remaining property of the Corporation. The holders of Class A Common Shares shall be entitled to receive the amount paid up for their Class A Common Shares in priority to the holders of Class B Common Shares, Class C Common Shares and Class D Common Shares. The holders of Class B Common Shares shall be entitled to receive the amount paid up for their Class B Common Shares in priority to the holders of Class C Common Shares and Class D Common Shares. The holders of Class C Common Shares shall be entitled to receive the amount paid up for their Class C Common Shares in priority to the holders of Class D Common Shares. The holders of Class D Common Shares shall be entitled to receive the amount paid up for their Class D Common Shares. The holders of Class A Common Shares, Class B Common Shares, Class C Common Shares and Class D Common Shares are entitled to receive the remaining property of the Corporation pro rata.

The Directors, subject to the priority of Class E Preference Shares and Class F Preference Shares shall, from time to time, be entitled to declare dividends in favor of any class of common shares independently of the other and in priority to the other in their sole discretion.

**Class "E" Preference Shares:** the holders of which are entitled to: a) in each year or as otherwise determined by the Board of Directors, in their discretion, but always subject to the provisions of any Shareholders' Agreement, receive and the Corporation shall pay thereon, as and when declared by the Directors, dividends in such amounts as may from time to time be declared by the Directors; and b) upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, repayment of the amount paid for such Shares (plus any declared and unpaid dividends) in priority to Class A Common Shares, Class B Common Shares, Class C Common Shares and Class D Common Shares, but the Class E Preference Shares shall not confer a right to any further participation in profits or assets. The holders of the

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Class E Preference Shares shall not be entitled to vote at meetings of shareholders except as otherwise specifically provided in the Canada Business Corporations Act. The Class E Preference Shares or any part thereof shall be retractable at the option of the Corporation without the consent of the holders thereof at a price equal to the amount paid per share plus any declared and unpaid dividends upon such terms and conditions as are decided upon by the Board of Directors upon the first issuance of Class E Preference Shares. The holders of Class E Preference Shares shall be entitled to require the Corporation to redeem any or all of the said shares at a price equal to the amount paid per share plus any declared and unpaid dividends in accordance with the provisions of the Canada Business Corporations Act. The terms and conditions of such redemption shall be determined by the Board of Directors upon the first issuance of Class E Preference Shares. No dividends shall be paid to holders of Class A Common Shares, Class B Common Shares, Class C Common Shares or Class D Common Shares until all declared and unpaid dividends have been paid to the holders of Class E Preference Shares.

Class "F" Preference Shares: the holders of which shall be entitled to: a) a cumulative dividend as fixed by the Board of Directors at the time of first issuance of Class F Preference shares; and b) upon the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, repayment of the amount paid for such shares (plus any accrued or declared unpaid dividends) in priority to the Class A Common Shares, Class B Common Shares, Class C Common Shares, Class D Common Shares and Class E Preference Shares but the Class F Preference Shares shall not confer a right to any further participation in profits or assets. The holders of the Class F Preference Shares shall not be entitled to vote at meetings of the shareholders except as specifically provided in the Canada Business Corporations Act. The Class F Preference Shares or any part thereof shall be retractable at the option of the Corporation without the consent of the holders thereof at the price equal to the amount paid per share plus any accrued or declared and unpaid dividends upon such terms and conditions as are decided upon by the Board of Directors upon the first issuance of Class F Preference Shares. No dividends shall be paid to holders of Class A Common Shares, B Common Shares, C Common Shares, Class D Common Shares or Class E Preference Shares until all accrued or declared and unpaid dividends have been paid to the holders of Class F Preference Shares.

The Board of Directors upon issuing any shares in any of the above referred to classes shall be empowered to determine the particulars of all rights and privileges and obligations of each class of shares not specifically set forth above, at the time of the issuance of such shares.

PAUL  
SECRETARY OF C.B.C.  
DIVISION OF CORPORATIONS  
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## **Schedule / Annexe**

### **Restrictions on Share Transfers / Restriction sur le transfert d'actions**

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares of the Corporation without the approval of:

1. the directors of the Corporation expressed by resolution passed by the votes cast by a majority of the directors of the Corporation at a meeting of the board of directors or signed by all of the directors of the Corporation; OR
2. the shareholders of the Corporation expressed by resolution passed by the votes cast by a majority of the shareholders who voted in respect of the resolution or signed by all shareholders entitled to vote on that resolution.

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**Schedule / Annexe**  
**Other Provisions / Autres dispositions**

**APPOINTMENT OF DIRECTORS:** *The directors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual general meeting of shareholders.*

**POWERS OF DIRECTORS:** the directors of the corporation may from time to time:

- i. borrow money upon the credit of the corporation;
- ii. issue, reissue, sell or pledge debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired to secure any debt obligation of the corporation.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

The number of shareholders in the Corporation, exclusive of employees and former employees who, while employed by the Corporation were, and following the termination of that employment, continue to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered holders of one or more shares being counted as one shareholder.

Any invitation to the public to subscribe for securities of the Corporation is prohibited.

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