

F14 0000D1379

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

MAIL

(Business Entity Name)

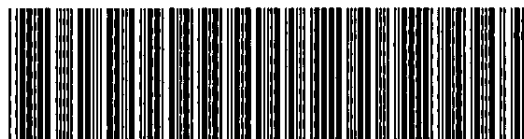
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DIVISION OF CORPORATE AFFAIRS
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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: SouthernSun 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:

William A. Jones, Esq.

Name of Person

Burch, Porter & Johnson, PLLC

Firm/Company

130 North Court Avenue

Address

Memphis, TN 38103

City/State and Zip code

AJONES@BPJlaw.com

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

For further information concerning this matter, please call:

William A. Jones at (901) 524-5145

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:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$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. SouthernSun 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. 08/13/2010

(Date of incorporation)

5. Perpetual

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

6. March 30, 2014

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

7. 1675 N. Military Trch, E. 5th Floor, Boca Raton, FL 33486

(Principal office address)

6070 Poplar Ave, Ste 300, Memphis TN 38119

(Current mailing address)

8. 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:

CT Corporation System

Office Address:

1200 South Pine Island RD

Plantation

(City)

, Florida 33324

(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.

James M. Halpin

James M. Halpin

Assistant Secretary

(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: Michael W. Cook, Sr.

Address: 6070 Poplar Ave. Ste 300
Memphis, TN 38119

Vice Chairman: William P. Halliday, III

Address: 6070 Poplar Ave Ste 300
Memphis, TN 38119

Director: William P. Halliday, III

Address: 6070 Poplar Ave Ste 300
Memphis TN 38119

Director: _____

Address: _____

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B. OFFICERS

President: Michael W. Cook, Sr.

Address: 6070 Poplar Ave Ste 300
Memphis TN 38119

Vice President: William P. Halliday, III

Address: 6070 Poplar Ave Ste 300
Memphis TN 38119

Secretary: William P. Halliday, III

Address: 6070 Poplar Ave Ste 300 Memphis TN 38119

Treasurer: William P. Halliday, III

Address: 6070 Poplar Ave Ste 300 Memphis TN 38119

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

13. W. P. Halliday, III
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. William P. Halliday, III
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERNSUN 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 TWENTY-FIRST DAY OF MARCH, A.D. 2014.

4860070 8300

140358363

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1227139

DATE: 03-21-14