

# F14000005264

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

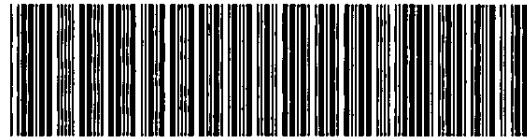
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Use Only



## 300266820853

11/25/14--01032--003 \*\*78.75

FILED  
14 DEC 11 PM 12:25  
FBI ALABAMA  
MONTGOMERY

12/12/14

## COVER LETTER

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

**SUBJECT:** SmartProcure, 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:

Deborah Love

Name of Person

Friedman, Rosenwasser & Goldbaum, P.A.

Firm/Company

5355 Town Center Rd., Suite 801

Address

Boca Raton, FL 33486

City/State and Zip code

dlove@frglaw.com

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

For further information concerning this matter, please call:

Deborah Love

Name of Person

at ( 877 ) 605-9141

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. **SmartProcure, 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. **November 14, 2014**

(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. **700 West Hillsboro Blvd., Ste. 4-100, Deerfield Beach, FL 33441**

(Principal office address)

**700 West Hillsboro Blvd., Ste. 4-100, Deerfield Beach, FL 33441**

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Friedman, Rosenwasser & Goldbaum, P.A.**

Office Address: **5355 Town Center Rd., Ste. 801**

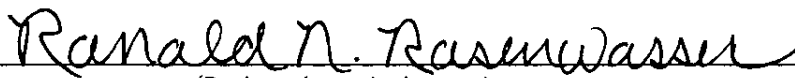
**Boca Raton, Florida**, Florida **33486**

(City)

(Zip code)

9. **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)

10. 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.

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

**A. DIRECTORS**

Director: Jeffrey Rubenstein

Address: 700 West Hillsboro Blvd., Ste. 4-100, Deerfield Beach, FL 33441

Director: Jim Fenoglio

Address: 700 West Hillsboro Blvd., Ste. 4-100, Deerfield Beach, FL 33441

Director: Ronald Rosenwasser

Address: 5355 Town Center Rd., Ste. 801, Boca Raton, FL 33486

Director: Ron Bouganim

Address: 9012 Cole St., Ste. 174, San Francisco, CA 94117

Director: Seth Wise- 401 E. Las Olas Blvd., Ste. 800, Ft. Lauderdale, FL 33301

**B. OFFICERS**

President: Jeffrey Rubenstein

Address: 700 West Hillsboro Blvd., Ste. 4-100, Deerfield Beach, FL 33441

Vice President: \_\_\_\_\_

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

Secretary: Jim Fenoglio

Address: 700 West Hillsboro Blvd., Ste. 4-100, Deerfield Beach, FL 33441

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

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

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

12. Ronald N. Rosenwasser

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.

13. Ronald N. Rosenwasser Director

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

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "SMARTPROCURE, INC.", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2014, AT 10:40 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5640102 8100

141411059

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: 1866723

DATE: 11-14-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:40 AM 11/14/2014  
FILED 10:40 AM 11/14/2014  
SRV 141411059 - 5640102 FILE

STATE of DELAWARE  
CERTIFICATE of INCORPORATION  
A STOCK CORPORATION

- First: The name of this Corporation is SmartProcure, Inc.
- Second: Its registered office in the State of Delaware is to be located at 1209  
Orange Street, in the City of Wilmington  
County of New Castle Zip Code 19801. The registered agent in  
charge thereof is The Corporation Trust Company
- Third: The purpose of the corporation is to engage in any lawful act or activity for  
which corporations may be organized under the General Corporation Law of  
Delaware.
- Fourth: The amount of the total stock of this corporation is authorized to issue is  
100,000,000 shares (number of authorized shares) with a par value of  
\*\* .0001 \*\* per share.
- Fifth: The name and mailing address of the incorporator are as follows:  
Name SmartProcure, LLC  
Mailing Address 700 West Hillsboro Blvd., Ste. 4-100  
Deerfield Beach, FL Zip Code 33441
- I, The Undersigned, for the purpose of forming a corporation under the laws of the  
State of Delaware, do make, file and record this Certificate, and do certify that the  
facts herein stated are true, and I have accordingly hereunto set my hand this  
14 day of November, A.D. 20 14.

SmartProcure, LLC

BY: Ronald N. Rosenwasser  
(Incorporator)

NAME: Ronald N. Rosenwasser  
(type or print)

RECORDED  
14 DEC 11 PM 12:25  
DELAWARE SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FRIEDMAN, ROSENWASSER & GOLDBAUM**

A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

THE PLAZA • SUITE 801

5355 TOWN CENTER ROAD

BOCA RATON, FLORIDA 33486

TELEPHONE (877) 605-9141

TELEFAX (561) 465-2258

December 10, 2014

**Via Federal Express**

Florida Department of State

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

Re: SMARTPROCURE, INC.-Qualification to Do Business

Our File: 6598.1000

Dear Clerk:

Per our recent telephone conversation with your office we are providing this letter to state that our client SmartProcure, LLC (a Florida limited liability company) is the owner of SmartProcure, Inc. (a Delaware corporation). You requested that we return the enclosed cover letter and our original filing for the Qualification to To Do Business for SmartProcure, Inc. with this letter. It is our understanding that you will now proceed with filing the Qualification to To Business in Florida for SmartProcure, Inc.

Sincerely,

*Ronald N. Rosenwasser*

Ronald N. Rosenwasser



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 2, 2014

DEBORAH LOVE  
5355 TOWN CENTER RD., SUITE 801  
BOCA RATON, FL 33486

SUBJECT: SMARTPROCURE, INC.  
Ref. Number: W14000071841

RECEIVED  
14 DEC 11 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for SMARTPROCURE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Christine Haney  
Regulatory Specialist II  
New Filing Section

Letter Number: 214A00025345

14 DEC 11 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA