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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FOREIGN PROFIT/NONPROFIT CORPORATION

KLX Investments III S.a.r.l. Inc.

Certificate of Status	1
Certified Copy	1
Page Count	07
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2nd
Attempt

December 31, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations
CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: KLX INVESTMENTS III S.A R.L. Inc.
REF: W14000076934

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., LTD., and INCORPORATED.

Add the suffix to the name listed on line #1.

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

Maryanne Dickey
Regulatory Specialist II
New Filing Section

FAX Aud. #: H14000299803
Letter Number: 414A00027496

**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. KLX Investments III S.a r.l. Inc.

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

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

2. Luxembourg

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

3.

(FEI number, if applicable)

4. December 1, 2014

(Date of incorporation)

5. Perpetual

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

6. January 5, 2015

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

7. c/o Exequite Partners, 48, Blvd. Grande-Duchesse Charlotte, L-1330 Luxembourg

(Principal office address)

1300 Corporate Center Way, Wellington, FL 33414

(Current mailing address)

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

Name: Corporate Creations Network Inc.

Office Address: 11380 Prosperity Farms Road, #221E

Palm Beach Gardens

(City)

, Florida 33410

(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.



Kristine Duran, Special Secretary

(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.

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STATE

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

A. DIRECTORS

Chairman: Michael F. Senft, Class A Director

Address: 1300 Corporate Center Way, Wellington, FL 33414

Vice Chairman: Joost Mees, Class B Director

Address: 48, Boulevard Grande-Duchesse Charlotte, L-1330, Luxembourg

Director: Marco Dijkerman, Class B Director

Address: 48, Boulevard Grande-Duchesse Charlotte, L-1330, Luxembourg

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

12. 

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. Joost Mees, Class B Director

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

**Registre de Commerce
et des Sociétés**
Luxembourg



EXTRAIT

KLX Investments III S.à r.l.

Numéro d'immatriculation : B 192871

Date d'immatriculation / d'inscription : 19/12/2014

Dénomination(s) ou raison(s) sociale(s) :

KLX Investments III S.à r.l.

Forme juridique : Société à responsabilité limitée

Siège social :

48, boulevard Grande-Duchesse Charlotte
L - 1330 Luxembourg

Indication de l'objet social : La Société a pour objet l'acquisition, la détention et la cession de participations dans toute société et entreprise luxembourgeoise et/ou étrangère, ainsi que l'administration, la gestion et la mise en valeur de ces participations. La Société peut fournir des prêts et financements sous quelque forme que ce soit ou consentir des garanties ou sûretés sous quelque forme que ce soit, au profit de sociétés et d'entreprises faisant partie du groupe de sociétés dont la Société fait partie. La Société peut également investir dans l'immobilier, les droits de propriété intellectuelle ou tout autre actif mobilier ou immobilier sous quelque forme que ce soit. La Société peut emprunter sous quelque forme que ce soit et procéder à l'émission privée d'obligations, de billets à ordre ou tout autre instrument de dettes ainsi que des bons de souscription ou tout autre droit de souscription d'actions. D'une façon générale, la Société peut effectuer toute opération commerciale, industrielle ou financière qu'elle estime utile à l'accomplissement et au développement de son objet.

Capital social / fonds social :

Montant : 20.001 USD

Etat de libération: Entièrement libéré

Date de constitution : 01/12/2014

Durée :

Illimitée

Exercice social :

Par exception, l'exercice social ayant débuté en date du 01/12/2014 se terminera en date du 31/01/2016.
Du: 01/02 au: 31/01

Associé(s) :

Dénomination ou raison sociale : KLX Investments II S.à r.l.

Forme juridique : Société à responsabilité limitée

Numéro d'immatriculation : B 192043

Siège social de la personne morale :

48, boulevard Grande-Duchesse Charlotte, L - 1330 Luxembourg

Parts détenues : 20.001 parts sociales

Administrateur(s)/gérant(s) :

Régime de signature statutaire : La Société sera engagée vis-à-vis des tiers par la signature individuelle du Gérant unique ou par la signature conjointe de deux Gérants si plus d'un Gérant a été nommé. Toutefois, si les associés ont qualifié les Gérants de Gérants de Catégorie A et Gérants de Catégorie B, la Société ne sera engagée vis-à-vis des tiers que par la signature conjointe d'un Gérant de Catégorie A et d'un Gérant de Catégorie B.

Organe : Conseil de gérance

Nom : Dijkerman Prénom(s) : Marcus Jacobus

Fonction : Gérant de catégorie B

Adresse privée ou professionnelle de la personne physique :

48, boulevard Grande-Duchesse Charlotte, L - 1330 Luxembourg

Durée du mandat : Indéterminée Date de nomination : 01/12/2014

Nom : Mees Prénom(s) : Joost Anton

Fonction : Gérant de catégorie B

Adresse privée ou professionnelle de la personne physique :

48, boulevard Grande-Duchesse Charlotte, L - 1330 Luxembourg

Durée du mandat : Indéterminée Date de nomination : 01/12/2014

Nom : Senft Prénom(s) : Michael Form

Fonction : Gérant de catégorie A

Adresse privée ou professionnelle de la personne physique :

1300, Corporate Center Way, USA - FL 33414 Wellington

Durée du mandat : Indéterminée Date de nomination : 01/12/2014

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

Pour extrait conforme (*)

Luxembourg, le 30/12/2014

Le gestionnaire du registre de commerce et des sociétés (*)

¹ 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.

² Le présent extrait est établi et signé électroniquement.

Le gestionnaire du registre de commerce et des sociétés ne garantit l'authenticité de l'origine et l'intégrité des informations contenues sur le présent extrait par rapport aux informations inscrites au registre de commerce et des sociétés que si le présent extrait comporte une signature électronique émise par le gestionnaire du registre de commerce et des sociétés.

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CERTIFICATE

The undersigned notary hereby certifies that pursuant to a deed passed before himself on the 1st December 2014, a private limited liability company (*société à responsabilité limitée*) bearing the denomination of **KLX Investments III S.à r.l.** has been incorporated for an unlimited period (the "Company"), with registered office at 48, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg.

The Company's share capital is set at twenty thousand one US dollars (USD 20,001.-) represented by twenty thousand one (20,001) shares with a par value of one US dollar (USD 1.-) each.

The corporate purpose of the Company is the following:

The object of the Company is the acquisition, holding and disposal of interests in Luxembourg and/or in foreign companies and undertakings, as well as the administration, development and management of such interests. The Company may provide loans and financing in any other kind or form or grant guarantees or security in any other kind or form, in favour of the companies and undertakings forming part of the group of which the Company is a member. The Company may also invest in real estate, in intellectual property rights or any other movable or immovable assets in any kind or form. The Company may borrow in any kind or form and privately issue bonds, notes or any other debt instruments as well as warrants or other share subscription rights. In a general fashion, the Company may carry out any commercial, industrial or financial operation, which it may deem useful in the accomplishment and development of its purposes.

The following persons have been appointed as managers of the Company for an unlimited period:

- a) Mr. Michael Form SENFT, born on 8 October 1958 in New Jersey, USA, with professional address at 1300 Corporate Center Way, Wellington, FL 33414, USA, as Class A Manager;
- b) Mr. Marcus Jacobus DIJKERMAN, born on 5 November 1962 in Schiedam, Netherlands, with professional address at 48, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg, as Class B Manager; and
- c) Mr. Joost Anton MEES, born on 27 September 1978 in Delft, Netherlands, with professional address at 48, Boulevard Grande-Duchesse Charlotte, L-1330 Luxembourg, as Class B Manager.

Pursuant to the provisions of article 11 of the articles of incorporation, the Company will be bound as follows:

The Company will be bound towards third parties by the individual signature of the sole Manager or by the joint signatures of any two Manager(s) if more than one Manager has been appointed. However, if the shareholder(s) have qualified the Managers as Class A Managers or Class B Managers, the Company will only be bound towards third parties by the joint signatures of one Class A Manager and one Class B Manager. The Company will further be bound towards third parties by the joint signatures or sole signature of any person to whom special power has been delegated by the Manager(s), but only within the limits of such special power.

Given for all purposes.

Mondorf-les-Bains, December 5, 2014.

Marc Loesch,
notary.



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DEPARTMENT OF STATE
WASHINGTON, FLORIDA

