

F/500001073

(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:

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W/117197



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DEPARTMENT OF STATE
DIVISION OF CORPORATE
15 MAR 10 PM 4:43
NOT INTENDED
TO ACKNOWLEDGE
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FILED
15 MAR 10 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 16 2015

S. GILBERT

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 535789 4306349

AUTHORIZATION :

COST LIMIT : \$70.00

ORDER DATE : March 10, 2015

ORDER TIME : 3:59 PM

ORDER NO. : 535789-005

CUSTOMER NO: 4306349

FOREIGN FILINGS

NAME: BRIGHT RAIL ENERGY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2015

CORPORATION SERVICE COMPANY
WALK IN

SUBJECT: BRIGHT RAIL ENERGY, INC.
Ref. Number: W15000017197

RESUBMIT
Please give original
submission date as file date.

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

15 MAR 13 PM 1:50

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$800.00.

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.

Sylvia Gilbert
Regulatory Specialist II
New Filing Section

Letter Number: 115A00004911

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Bright Rail Energy, 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:

Cindy Sabish

Name of Person

K&L Gates LLP

Firm/Company

210 Sixth Avenue

Address

Pittsburgh, PA 15222

City/State and Zip code

cindy.sabish@klgates.com

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

For further information concerning this matter, please call:

Cindy Sabish

at (412) 355-6762

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. Bright Rail Energy, 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. 45-5071110
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. February 9, 2012 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. July 26, 2013
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3188 Casseekey Island Rd., Jupiter, FL 33477
(Principal office address)
3188 Casseekey Island Rd., Jupiter, FL 33477
(Current mailing address)

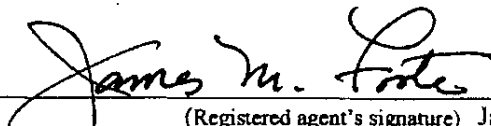
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: James M. Foote

Office Address: 3188 Casseekey Island Rd.
Jupiter, FL , Florida 33477
(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.

By: 
(Registered agent's signature) James M. Foote

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.

FILED
15 MAR 10 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Director: James M. Foote

~~Chairman:~~

Address: 3188 Casseekey Island Rd., Jupiter, FL 33477

Director: Scott Frazier

~~Vice Chairman:~~

Address: 5525 W. 56th Avenue, Suite 200, Arvada, CO 80002

Director: Alex Lau

Address: c/o Golden Properties Ltd.

1177 West Hastings Street, Suite 500, Vancouver, British Columbia, Canada V6E 2K3

Director: Michael Cytrynbaum

Address: 201-1236 Bidwell Street, Vancouver, British Columbia, Canada V6K 2K9

Director: Charles Wear

Address: 239 South Beach Road, Hobe Sound, FL 33455

B. OFFICERS

CEO/ President: James M. Foote

Address: 3188 Casseekey Island Rd., Jupiter, FL 33477

Vice President: Kevin Pykkonen

Address: 5525 W. 56th Avenue, Suite 200, Arvada, CO 80002

Secretary: James M. Foote

Address: 3188 Casseekey Island Rd. Jupiter, FL 33477

Chief Technical Officer:

Scott Frazier

~~Treasurer:~~

Address: 5525 W. 56th Avenue, Suite 200, Arvada, CO 80002

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. James M. Foote, CEO and President

(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 "BRIGHT RAIL ENERGY, 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 TENTH DAY OF MARCH, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRIGHT RAIL ENERGY, INC." WAS INCORPORATED ON THE NINTH DAY OF FEBRUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

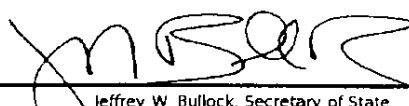
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

5104787 8300

150337668

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2185721

DATE: 03-10-15