

F1500002888

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WALTON INTERNATIONAL GROUP(USA), INC.
Name of Corporation

DOCUMENT NUMBER: F15000002888

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mackenzie Hibler

Name of Contact Person

Registered Agent Solutions, Inc.

Firm/Company

1701 Directors Blvd., Suite 300

Address

Austin, TX 78744

City/State and Zip Code

ORDERS@rasi.com

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

For further information concerning this matter, please call:

Mackenzie Hibler

Name of Contact Person

at **888 705-7274**

Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

October 30, 2015

VIA US MAIL

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **WALTON INTERNATIONAL GROUP (USA), INC.**

Dear Sir or Madam:

On behalf of the above-referenced corporation, enclosed please find the following for filing with the Florida Secretary of State:

1. One original (1) and one (1) copy of Change of Registered Agent/Address form;
2. \$35 to cover the required filing fee.

Please file immediately the enclosed, and return a file-stamped copy to the undersigned.

If you have any questions regarding this filing, feel free to contact the undersigned directly at (888) 705-7274.

Respectfully,

Mackenzie Hibler
REGISTERED AGENT SOLUTIONS, INC.
1701 Directors Blvd., Suite 300
Austin, TX 78744

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR
BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of ARIZONA in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: WALTON INTERNATIONAL GROUP(USA), INC.
2. The principal office address: 4800 NORTH SCOTTSDALE ROAD, SUITE 4000
SCOTTSDALE, AZ 85251
3. The mailing address (if different): _____

4. Date of incorporation/qualification: 07/01/2015 Document number: F15000002888

5. The name and street address of the current registered agent and registered office on file with the Florida Department of State: (If resigned, enter resigned)

C T CORPORATION SYSTEM

1200 SOUTH PINE ISLAND ROAD

PLANTATION, FL 33324

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Registered Agent Solutions, Inc.

155 Office Plaza Dr. Suite A

P.O. Box NOT acceptable

Tallahassee, FL 32301


The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.


Signature of an officer or director

Adam Saldana, Attorney in fact of,
Robert Leinbach, Secretary
Printed or typed name and title

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 obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.


Signature of Registered Agent

10/30/2015
Date

If signing on behalf of an entity:

Jaclyn Wright, Asst. Secretary

Typed or Printed Name

***** FILING FEE: \$35.00 *****

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CR2E045 (03/12)

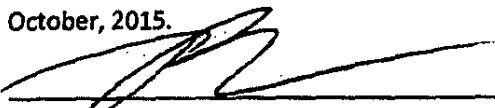
SPECIAL LIMITED POWER OF ATTORNEY

We, Robert Leinbach and Matthew Keister, being duly authorized officers of Walton Global Holdings, Ltd. (Company), a corporation formed under the laws of Delaware, do hereby make, constitute, and appoint Registered Agent Solutions, Inc., and each duly authorized representative of such entity, including without limitations Jaclyn Wright, Purity Mbogo, and/or Adam Saldaña, as my true and lawful attorney-in-fact with full right, power and authority for me, as an authorized officer/director or manager/member of the aforementioned Company and any subsidiaries as shown on the list appended hereto, if applicable, to act for the Company and any subsidiaries and in the name of the Company and any subsidiaries, including where the Company or such subsidiaries are acting as the manager or general partner of one or more other entities, solely for the purpose of effectuating a change in the registered agent and/or registered office of such subsidiaries and/or other entities with respect to which one or more subsidiaries is the manager or general partner, as applicable, and/or the agent and office of similar import in any jurisdiction for such subsidiaries and other entities.

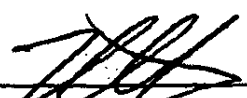
In the execution of any documents required for the limited purposes set forth above, Jaclyn Wright shall exercise the power of Vice President and Purity Mbogo or Adam Saldaña shall exercise the power of Secretary. In the case of the Company and any subsidiaries having managers or other positions of authority, the named individuals shall act in such office and with such authority as is required to effect the changes set forth above.

This Special Limited Power of Attorney shall be effective as of the date set forth below and shall continue in effect for two months from the effective date. The Company may revoke this Special Limited Power of Attorney at any time by notice to Jaclyn Wright, Purity Mbogo, and/or Adam Saldaña. This Special Limited Power of Attorney does not provide any power or authority to act for any other purpose than the purpose expressly stated herein, and no party shall be permitted to rely upon this Special Limited Power of Attorney as evidence of apparent or actual authority to act for any purpose other than the purpose expressly stated herein.

IN WITNESS WHEREOF, the undersigned have executed this Special Limited Power of Attorney on this 26th day of October, 2015.



Signature: _____
Name: Robert Leinbach
Title: Coop. Secretary

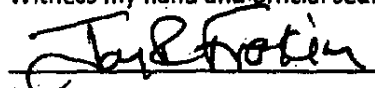


Signature: _____
Name: Matt Keister
Title: VP, Operations & Treasurer

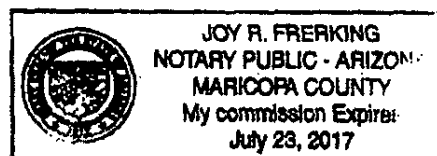
State of Arizona
County of Maricopa

On October 26, 2015 before me, the undersigned, a Notary Public in and for said State, personally appeared Robert Leinbach and Matthew Keister, each personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he or she executed the same in his or her authorized capacity, and that by his or her signature on the instrument the person, or the entity upon behalf of which the person acted, executed this instrument.

Witness my hand and official seal.



Signature: _____
Notary Public: 7/23/17
Exp.



Walton Global Holdings, Ltd. Subsidiary List

Walton Development & Management AZ, LLC

Walton Development & Management CA, LLC

Walton Development & Management GA, LLC

Walton Development & Management MD, LLC

Walton Development & Management NC, LLC

Walton Development & Management SC, LLC

Walton Development & Management TX, LLC

Walton Development & Management VA, LLC

Walton Global Investments, Ltd.

Walton International Group (USA), Inc.

Walton Wagner Creek GP, LLC

Walton West Palmilla GP, LLC

Walton West Palmilla LP

WB VILLAGE, LP.

WM SUB GT GP, LLC

WUSF 4 WEST CREEK, LLC

WUSF 5 CATAWBA, LLC