

F1500004323

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

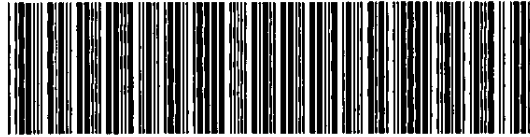
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400277340094

09/28/15--01038--015 **87.50

FILED
15 SEP 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 30 2015
S. YOUNG

BERKSHIRE HATHAWAY AUTOMOTIVE

Via FedEx

September 25, 2015

Florida Department of State
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: VT Real Estate Acquisition Sub Inc.
Application by Foreign Corporation for Authorization to Transact Business in Florida

Dear Sir or Madam:

Enclosed please find the following documents for VT Real Estate Acquisition Sub Inc. to apply for authority to transact business in the State of Florida:

- Division of Corporations Cover Letter
- Application by Foreign Corporation for Authorization to Transact Business in Florida
- State of Delaware Certificate of Incorporation of VT Real Estate Acquisition Sub Inc.
- State of Delaware Certificate Good Standing
- Check in the amount of \$87.50 (for the filing fee, Certificate of Status and Certified Copy)

Thank you for your attention to this matter and if you have any questions or need any additional information, please contact me at 602-200-7583 or ppearson@berkshirehathawayautomotive.com.

Sincerely,



Penny S. Pearson
Licensing and Compliance Administrator

Enclosures

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: VT Real Estate Acquisition Sub 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:

Penny S. Pearson

Name of Person

Berkshire Hathaway Automotive Inc.

Firm/Company

PO Box 16460

Address

Phoenix, AZ 85011

City/State and Zip code

ppearson@berkshirehathawayautomotive.com

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

For further information concerning this matter, please call:

Penny S. Pearson

Name of Person

at (602) 200-7583

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. VT Real Estate Acquisition Sub 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. 09/29/2014

(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. 8333 Royal Ridge Pkwy, Suite 130, Irving, TX 85012

(Principal office address)

P.O. Box 16460, Phoenix, AZ 85011

(Current mailing address)

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

Name:

CT Corporation System

Office Address:

1200 South Pine Island Road

Plantation

(City)

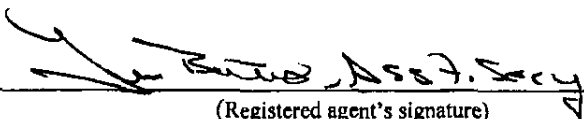
, Florida

33324

(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.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See Attached Addendum:

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached Addendum:

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

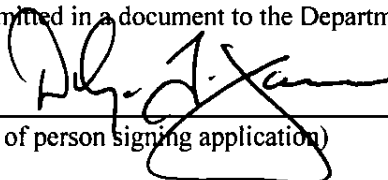
12. _____

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. Delwyn T. James, Secretary

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



VT Real Estate Acquisition Sub Inc.

8333 Royal Ridge Parkway, Suite 130
Irving, Texas 75063

Directors:

Jeffrey C. Rachor

Hugh ("Cliff") Buster

Delwyn T. James

Officers:

Jeffrey C. Rachor, President

Hugh ("Cliff") Buster, Treasurer

Delwyn T. James, Secretary

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15 SEP 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sep. 29: 2014 5:21PM

No. 2972 P. 2

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:19 PM 09/29/2014
FILED 08:19 PM 09/29/2014
SRV 141235609 - 5612555 FILE

CERTIFICATE OF INCORPORATION

OF

VT REAL ESTATE ACQUISITION SUB INC.

I, the undersigned, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation and do hereby certify as follows:

FIRST.

The name of the corporation is VT Real Estate Acquisition Sub Inc. (the "Corporation").

SECOND.

The address of the Company's registered office in the State of Delaware is 615 South DuPont Highway, Dover, Delaware 19901, in the County of Kent. The name of its registered agent at such address is National Corporate Research, Ltd.

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 the State of Delaware.

FOURTH.

The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares. All such shares are to be Common Stock, having a par value of \$0.01 per share, and are to be of one class.

FIFTH.

The name and mailing address of the incorporator is Corina Rachina, 355 South Grand Avenue, 35th Floor, Los Angeles, California 90071.

SIXTH.

Unless and except to the extent that the by-laws of the Corporation so require, the election of directors of the Corporation need not be by written ballot.

SEVENTH.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the by-laws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any by-law whether adopted by them or otherwise.

EIGHTH.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
DELAWARE

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

NINTH.

The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this article.

The undersigned incorporator hereby acknowledges that the foregoing Certificate of Incorporation is her act and deed and that the facts stated therein are true.

Dated: September 29, 2014



Corina Rachina
Incorporator

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15 SEP 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "VT REAL ESTATE ACQUISITION SUB 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 ELEVENTH DAY OF SEPTEMBER,
A.D. 2015.

FILED
15 SEP 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

5612555 8300

SR# 20150096785

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

Authentication: 10057530

Date: 09-14-15

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 "VT REAL ESTATE ACQUISITION SUB INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2014, AT 8:19 O'CLOCK P.M.

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

FILED
15 SEP 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5612555 8100

141235609

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1746377

DATE: 10-01-14