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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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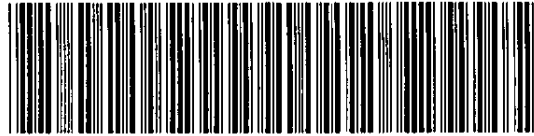
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 06 2015

J. BRUCE

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

ACCOUNT NO. : I20000000195

REFERENCE : 860503 4302312

AUTHORIZATION

COST LIMIT : \$70.00



ORDER DATE : November 4, 2015

ORDER TIME : 10:12 AM

ORDER NO. : 860503-020

CUSTOMER NO: 4302312

FOREIGN FILINGS

NAME: MACWCP V CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

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TALLAHASSEE, FLORIDA

**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.*

MACWCP V Corp.

1. _____
(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. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 2, 2015 _____ 5. Perpetual _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. n/a _____
(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 Monarch Alternative Capital LP, 535 Madison Avenue, New York, NY 10022
(Principal office address)
- c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, NY 10022
(Current mailing address, if different)

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

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.

Corporation Service Company

By: _____

(Registered agent's signature)

Melissa Zender
Asst. Vice President

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Adam Sklar

Address: c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, NY 10022

Director: _____

Address: _____

B. OFFICERS

President: Adam Sklar

Address: c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, NY 10022

Vice President: Michael Weinstock & Marc Porosoff

Address: c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, NY 10022

Secretary: Howard Fife

Address: c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, NY 10022

Treasurer: Howard Fife

Address: c/o Monarch Alternative Capital LP, 535 Madison Avenue, New York, NY 10022

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 11 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. Michael Weinstock, Vice President

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

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TALLAHASSEE FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "MACWCP V CORP." 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 FOURTH DAY OF NOVEMBER, A.D. 2015.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MACWCP V CORP."
WAS INCORPORATED ON THE SECOND DAY OF SEPTEMBER, A.D. 2015.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



5816019 8300

SR# 20150779651

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 10361929

Date: 11-04-15