F19000000499

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2019 JAN 17 AM 10:03

M. MILLIGAN
JAN 29 2019

# COVER LETTER

**TO:** Registration Section
Division of Corporations

**SUBJECT:** 2606769 Ontario, 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:

Daniel A. Harris, Esq.
Name of Person

DANIEL A. HARRIS, P.A.
Firm/Company

13644 W. Hillsborough Ave.
Address

Tampa, FL 33635
City/State and Zip code

dan@danielaharrislaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RECEIVED
JAN 17 2019

Daniel A. Harris at (813) 814-0665
Name of Person Area Code Daytime Telephone Number

**STREET/COURIER ADDRESS:**
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**MAILING ADDRESS:**
Registration 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. 2606769 Ontario, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

2606769 Ontario Florida, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Ontario, Canada
(State or country under the law of which it is incorporated)

3. N/A
(FEI number, if applicable)

4. 11-20-2017
(Date of incorporation)

5. _____
(Date of duration, if other than 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. _____
(Principal office address)
101 Innovation Dive, Suite 7, Woodbridge, Ontario, Canada L4H 0S3
(Current mailing address, if different)

2018 JAN 17 AM 10:03

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

Name: Daniel A. Harris, Esq.

Office Address: 13644 W. Hillsborough Ave.

Tampa (City), Florida 33635 (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.

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

**A. DIRECTORS**

Chairman: _____

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: Young Chul Kim

Address: 47 Via Borghese

Woodbridge, Ontario, Canada L4H 0Y6

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 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. Young Chul Kim

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

2019 JAN 17 AM 10:05

Request ID. 020960836
Demande n°:
Transaction ID. 066294287
Transaction n°:
Category ID. CT
Catégorie:

Province of Ontario
Province de l'Ontario
Ministry of Government Services
Ministère des Services gouvernementaux

Date Report Produced: 2017/11/20
Document produit le.
Time Report Produced: 11:37:51
Imprimé à:

# Certificate of Incorporation
# Certificat de constitution

This is to certify that

Ceci certifie que

**2606769 ONTARIO INC.**

Ontario Corporation No.

Numéro matricule de la personne morale en Ontario

**002606769**

is a corporation incorporated, under the laws of the Province of Ontario.

est une société constituée aux termes des lois de la province de l'Ontario.

These articles of incorporation are effective on

Les présents statuts constitutifs entrent en vigueur le

**NOVEMBER 20 NOVEMBRE, 2017**

Director/Directrice
Business Corporations Act/Loi sur les sociétés par actions

Request ID / *Demande n°*
20960836

Ontario Corporation Number
*Numéro de la compagnie en Ontario*
2606769

FORM 1 *FORMULE NUMÉRO 1*

BUSINESS CORPORATIONS ACT / *LOI SUR LES SOCIÉTÉS PAR ACTIONS*

# ARTICLES OF INCORPORATION
## *STATUTS CONSTITUTIFS*

1. The name of the corporation is: *Dénomination sociale de la compagnie:*
   2606769 ONTARIO INC.

2. The address of the registered office is: *Adresse du siège social:*

   101 INNOVATION DRIVE Suite 7

   (Street & Number, or R.R. Number & if Multi-Office Building give Room No.)
   *(Rue et numéro, ou numéro de la R.R. et, s'il s'agit edifice à bureau, numéro du bureau)*

   WOODBRIDGE ONTARIO
   CANADA L4H 0S3
   (Name of Municipality or Post Office) (Postal Code/*Code postal*)
   *(Nom de la municipalite ou du bureau de poste)*

3. Number (or minimum and maximum number) of directors is: *Nombre (ou nombres minimal et maximal) d'administrateurs:*
   Minimum 1 Maximum 10

4. The first director(s) is/are: *Premier(s) administrateur(s):*

   | First name, initials and surname *Prénom, initiales et nom de famille* | Resident Canadian State Yes or No *Résident Canadien Oui/Non* | Address for service, giving Street & No. or R.R. No., Municipality and Postal Code *Domicile élu, y compris la rue et le numéro, le numéro de la R.R., ou le nom de la municipalite et le code postal* |
   |---|---|---|
   | * YOUNG CHUL KIM | YES | 47 VIA BORGHESE WOODBRIDGE ONTARIO CANADA L4H 0Y6 |

| Request ID / *Demande n°* | Ontario Corporation Number<br>*Numéro de la compagnie en Ontario* |
|---|---|
| 20960836 | 2606769 |

5. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
*Limites, s'il y a lieu, imposees aux activites commerciales ou aux pouvoirs de la compagnie.*

There shall be no restrictions on the business the Corporation may carry on nor on the powers the Corporation may exercise.

6. The classes and any maximum number of shares that the corporation is authorized to issue:
*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à emettre:*

An unlimited number of common shares.

Request ID / *Demande n°*
20960836

Ontario Corporation Number
*Numéro de la compagnie en Ontario*
2606769

7. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series: *Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions que peut être emise en serie:*

COMMON SHARES

1. Payment of Dividends: Subject to the prior rights of the holders of any other class or classes of shares ranking above the common shares, the holders of the common shares shall be entitled to receive in each financial year of the Corporation, when, as and if declared by the board of directors of the Corporation out of the monies or property of the Corporation properly applicable to the payment of dividends, a variable non-cumulative dividend or dividends in such amount as may be determined by the board of directors from time to time in their discretion. The board of directors may declare and pay dividends on the common shares without declaring or paying any dividends on any other class or classes of shares.

2. Participation upon Liquidation, Dissolution or Winding-Up: Subject to the prior rights of the holders of any other class or classes of shares ranking above the common shares, in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of its assets or property among shareholders for the purpose of winding-up its affairs, the holders of the common shares shall be entitled to receive, in equal amounts per share, without preference or distinction, all of the remaining property and assets of the Corporation.

3. Voting Rights: The holders of the common shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one (1) vote in respect of each common share held at all meetings of the shareholders of the Corporation.

4. Waiver: The Corporation or the holder of any common share may waive, in writing, any of the requirements herein, in its favour, including requirements with respect to the giving of notice.

| Request ID / *Demande n°* | Ontario Corporation Number<br>*Numéro de la compagnie en Ontario* |
|---|---|
| 20960836 | 2606769 |

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:*

The right to transfer shares of the Corporation shall be restricted in that no share shall be transferred without the previous consent of the board of directors of the Corporation, to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by all of the directors.

| Request ID / *Demande n°* | Ontario Corporation Number<br>*Numéro de la compagnie en Ontario* |
|---|---|
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9. Other provisions, (if any, are):
*Autres dispositions, s'il y a lieu:*

The directors of the Corporation may, without authorization of the shareholders:

(i) borrow money on the credit of the Corporation;

(ii) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantees of the Corporation whether secured or unsecured;

(iii) to the extent permitted by the Business Corporations Act (Ontario), give directly or indirectly financial assistance to any persons by means of a loan, guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and

(iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

| Request ID / *Demande n°* | Ontario Corporation Number<br>*Numéro de la compagnie en Ontario* |
|---|---|
| 20960836 | 2606769 |

10. The names and addresses of the incorporators are
*Nom et adresse des fondateurs*

| First name, initials and last name or corporate name | *Prenom, initiale et nom de famille ou dénomination sociale* |
|---|---|

Full address for service or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code
*Domicile elu, adresse du siege social au adresse de l'etablissement principal, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal*

* YOUNG CHUL KIM

47 VIA BORGHESE

WOODBRIDGE ONTARIO
CANADA L4H 0Y6

Ontario Ministry of Government and Consumer Services / Ministère des Services gouvernementaux et des Services aux consommateurs

# Declaration Form 3
under the *Limited Partnerships Act*

# Déclaration Formule 3
aux termes de la *Loi sur les sociétés en commandite*



Print clearly in CAPITAL LETTERS / Écrivez clairement en LETTRES MAJUSCULES

1. Declaration Type / Type de déclaration
A. ☒ New / Nouvelle
B. ☐ Name Change / Modification de la raison sociale
C. ☐ Change (other than name change) / Changement (autre que modification de la raison sociale)
D. ☐ Renewal Without Name Change / Renouvellement sans modification de la raison sociale
E. ☐ Renewal With Name Change / Renouvellement avec modification de la raison sociale
F. ☐ Dissolution / Dissolution
G. ☐ Withdrawal / Retrait

Enter the Business Identification Number (BIN) for all Declaration Types except Type A. / Entrez le nº d'identification de l'entreprise (NIE) pour tous les types de déclaration, sauf pour le type A
BIN (Business Identification No.) / NIE Nº d'identification de l'entreprise

2. Firm Name / Raison sociale de la société en commandite

S W N LIMITED PARTNERSHIP

3. Mailing Address of Registrant / Adresse postale de registrant

| Street No / Nº de rue | Street Name / Nom de la rue | Suite No / Bureau nº |
|---|---|---|
| 101 | INNOVATION DRIVE | SUITE 7 |

| City / Town / Ville | Province / Province | Country / Pays | Postal Code / Code postal |
|---|---|---|---|
| WOODBRIDGE | ONTARIO | CANADA | L4H0S3 |

4. Address of Principal Place of Business in Ontario / Adresse de l'établissement principal en Ontario

☑ Same as above / comme ci-dessus
☐ Extra-Provincial Limited Partnership without business address in Ontario / Société en commandite extraprovinciale sans établissement en Ontario

| Street No / Nº de rue | Street Name / Nom de la rue | Suite No / Bureau nº (PO Box not acceptable / CP non acceptés) |
|---|---|---|
| 101 | INNOVATION DRIVE | 7 |

| City / Town / Ville | Province / Province | Country / Pays | Postal Code / Code postal |
|---|---|---|---|
| TORONTO | ONTARIO | CANADA | L4H0S3 |

5. General Nature of Business / Nature générale de l'activité exercée

HOLDING OF REAL PROPERTY

6. Information Regarding General Partner(s) / Renseignements sur le ou les commanditées

(A) Individual / Personne physique - Last Name / Nom de famille | First Name / Prénom | Middle Name / Autre prénom

(B) Corporation, Partnership etc. / Personne morale, société en nom collectif etc. - Name / Raison sociale | Ontario Corporation Number / Nº matricule de la personne morale en Ontario

2606769 Ontario Inc. | 2606769

| Street No / Nº de rue | Street Name / Nom de la rue | Suite No / Bureau nº |
|---|---|---|
| 101 | INNOVATION DRIVE | 7 |

| City / Town / Ville | Province / Province | Country / Pays | Postal Code / Code postal |
|---|---|---|---|
| WOODBRIDGE | ONTARIO | CANADA | L4H0S3 |

Signature of General Partner or Attorney for the General Partner / Signature du commandité ou de son procureur
X

Print Name of Signatory / Nom du signataire en lettres moulées
YOUNG CHUL KIM

Check if signing as attorney on behalf of the general partner pursuant to s. 32 of the *Limited Partnerships Act* / Cochez la case ci-contre si le signataire est le procureur du commandité (art. 32 de la Loi) ☐

*For a new Declaration, name change or renewal, item 6 must be completed and signed by all the general partners or their attorneys. If there is more than one general partner, set out the total number of partners in the box and attach additional schedule(s) / Pour une nouvelle Déclaration, une modification de la raison sociale ou un renouvellement, il faut remplir la section 6 pour chaque commandité, et chaque commandité ou son procureur doit signer la section 6. S'il y a plus d'un commandité, entrez le nombre total de commandités dans la case ci-contre et remplissez et joignez une ou des annexes.*

Number of General Partners / Nombre de commandités: 1

7. Jurisdiction of Formation / Territoire d'origine

ONTARIO

Extra-Provincial Limited Partnership Carrying on Business in Ontario / Société en commandite extraprovinciale menant des activités en Ontario

8. Information Regarding Attorney/Representative for an Extra-Provincial Limited Partnership - (Does not apply to limited partnerships formed in another Canadian jurisdiction that have an office or other place of business in Ontario) / Renseignements sur le procureur / représentant de la société en commandite extraprovinciale - (Ne s'applique pas aux sociétés en commandite d'un autre territoire canadien qui ont un établissement en Ontario)

Power of Attorney - Check the box to confirm there is an executed Power of Attorney (Form 4) appointing the person/corporation listed below to be the attorney and representative in Ontario. The attorney/representative is required to keep the executed Form 4 available for inspection at the address set out below. / Procuration – Cochez la case ci-contre pour confirmer qu'il y a une Procuration signée (Formule 4) nommant la personne physique ou morale indiquée ci-dessous à titre de procureur et représentant en Ontario. Celui-ci doit tenir la Formule 4 signée à disposition aux fins d'inspection à l'adresse ci-dessous. ☐

Attorney / Représentant – Procureur / représentant
(A) Individual / Personne physique - Last Name / Nom de famille | First Name / Prénom | Middle Name / Autre prénom

(B) Corporation, Partnership etc. / Personne morale, société en nom collectif etc. - Name / Raison sociale | Ontario Corporation Number / Nº matricule de la personne morale en Ontario

Street No. / Nº de rue | Street Name / Nom de la rue | Suite No / Bureau nº

City / Town / Ville | Province / Province

Country / Pays | Postal Code / Code postal

MINISTRY USE ONLY - RÉSERVÉ AU MINISTÈRE

BIN/E.N.: 271248585
NOM/
NOM....: SWN LIMITE
REG/ENR: 2017-11-22
EXP/EXP: 2022-11-21

  