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(City/State/Zip/Phone #)

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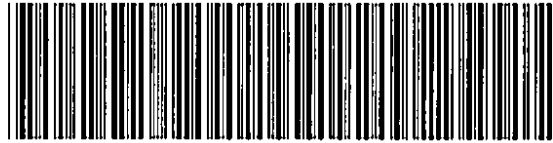
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**DATE: 8/24/21**

**NAME: CLEVER LEAVES HOLDINGS INC.**

**TYPE OF FILING: ARTICLES**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*A. Hodge*

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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Clever Leaves Holdings 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:

Kimberly Burns  
Name of Person  
Dentons Canada LLP  
Firm/Company  
20th Floor, 250 Howe Street  
Address  
Vancouver, BC V6C 3R8 Canada  
City/State and Zip code  
kimberly.burns@dentons.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kimberly Burns at ( 604 ) 603-0073  
Name of Person Area Code Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- ☐ \$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. Clever Leaves Holdings Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. British Columbia, Canada 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 23, 2020 5. \_\_\_\_\_  
(Date of incorporation) (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. 20 th Floor, 250 Howe Street, Vancouver BC V6C 3R8 Canada  
(Principal office street address)
- \_\_\_\_\_  
(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.*

Jerome L. Suarez

Corporation Service Company  
by Jerome L. Suarez, Asst. Secretary

(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. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

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**A. DIRECTORS**

☐ Chairman Name: Kyle Detwiler  
489 Fifth Avenue, 27th Floor  
☐ Vice Chairman Address: New York, NY 10017  
☒ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☒ Other CEO ☐ Other \_\_\_\_\_

☐ Chairman Name: Etienne Deffarges  
489 Fifth Avenue, 27th Floor  
☐ Vice Chairman Address: New York, NY 10017  
☒ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

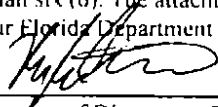
☐ Chairman Name: Gary M. Julien  
489 Fifth Avenue, 27th Floor  
☐ Vice Chairman Address: New York, NY 10017  
☒ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Elisabeth DeMarse  
489 Fifth Avenue, 27th Floor  
☐ Vice Chairman Address: New York, NY 10017  
☒ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Andres Fajardo  
489 Fifth Avenue, 27th Floor  
☐ Vice Chairman Address: New York, NY 10017  
☒ Director \_\_\_\_\_  
☒ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Julian Wilches  
489 Fifth Avenue, 27th Floor  
☐ Vice Chairman Address: New York, NY 10017  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☒ Other Chief Regulatory Officer ☐ Other \_\_\_\_\_

**Important Notice:** Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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. Kyle Detwiler, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

**CLEVER LEAVES HOLDINGS INC.**

**ATTACHMENT TO  
APPLICATION BY FOREIGN CORPORATION  
FOR AUTHORIZATION TO CONDUCT BUSINESS IN FLORIDA**

12. Names and addresses of directors (continuation):

<u>OFFICER NAME AND TITLE:</u>	<u>ADDRESS:</u>
David Katin - General Counsel and Corporate Secretary	489 Fifth Avenue, 27th Floor New York, NY 10017
Henry R. Hague, III – Chief Financial Officer	489 Fifth Avenue, 27th Floor New York, NY 10017



Number: **BC1258533**

# **CERTIFICATE OF GOOD STANDING**

## ***BUSINESS CORPORATIONS ACT***

*I Hereby Certify that*, according to the corporate register maintained by me, **CLEVER LEAVES HOLDINGS INC.** was incorporated as a company under the laws of the Province of British Columbia, is a valid and existing company and is, with respect to the filing of annual reports, in good standing.

*Issued under my hand at Victoria, British Columbia  
On August 19, 2021*

**CAROL PREST**  
*Registrar of Companies*  
Province of British Columbia  
Canada

