

L17000019451

(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



500294079425

2017 JAN 26 PM 1:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

C. GOLDEN

JAN 26 2017

RECEIVED  
27 JAN 26 2017  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CT CORP**

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 1/26/17  
ACCT. I20160000072

*mic SW*

Name:	WD Merger Sub 3
Document #:	
Order #:	10342100

Certified Copy of Arts & Amend:			
Plain Copy:			
Certificate of Good Standing:			
Apostille/Notarial Certification:		Country of Destination:	
		Number of Certs:	

<u>Filing:</u>	<u>Certified:</u>
	Plain:
	COGS:

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 155

FILED  
2017 JAN 26 PM 1:50  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Thank you!

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: WD Merger Sub 3, LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eleanor Romanelli  
Name of Person  
Latham & Watkins LLP  
Firm/Company  
555 11th Street, NW, Suite 1000  
Address  
Washington, DC 20004  
City/State and Zip Code  
kathy.smith@carlyle.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eleanor Romanelli at ( 202 ) 637-2167  
Name of Person Area Code Daytime Telephone Number

Enclosed is a check for the following amount:

- \$125.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)     \$160.00 Filing Fee, Certificate of Status & Certified Copy (additional copy is enclosed)

**Mailing Address**  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED  
2017 JAN 26 PM 1:50  
STATE OF FLORIDA  
TALLAHASSEE OFFICE

FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

2017 JAN 26 PM 1:50

ARTICLE I - Name:

The name of the Limited Liability Company is:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WD Merger Sub 3, LLC

(Must end with the words "Limited Liability Company, "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

1001 Pennsylvania Avenue, NW  
Suite 220 South  
Washington, D.C. 20004

1001 Pennsylvania Avenue, NW  
Suite 220 South  
Washington, D.C. 20004

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

C T Corporation System  
Name

1200 South Pine Island Road  
Florida street address (P.O. Box **NOT** acceptable)

Plantation, Florida 33324  
City State Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S..*

C T Corporation System

By: [Signature]  
Registered Agent's Signature (REQUIRED)

(CONTINUED)

**ARTICLE IV-**

The name and address of each person authorized to manage and control the Limited Liability Company:

**Title:**

"AMBR" = Authorized Member

"MGR" = Manager

AMBR

**Name and Address:**

WD Wolverine Holdings, LLC

520 Madison Avenue, 42nd Floor

New York, New York 10022

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Use attachment if necessary)

**ARTICLE V:** Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**ARTICLE VI:** Other provisions, if any.

\_\_\_\_\_  
\_\_\_\_\_

**REQUIRED SIGNATURE:**



\_\_\_\_\_  
Signature of a member or an authorized representative of a member.  
This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.  
I am aware that any 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.

Joseph Bress, Secretary of WD Wolverine Holdings, LLC, its Member

Typed or printed name of signee

**Filing Fees:**

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

FILED  
2017 JAN 26 PM 1:50  
STATE OF FLORIDA  
TALLAHASSEE