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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

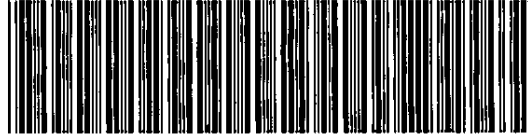
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2016 JUN -7 P 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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S Warren

JUN 08 2016



**STOLL
KEENON
OGDEN**

PLLC

300 WEST VINE STREET
SUITE 2100
LEXINGTON, KY 40507-1801
MAIN: (859) 231-3000
FAX: (859) 253-1093

JAMIE MONTAGUE
DIRECT DIAL: 859-231-3035
jamie.montague@skofirm.com

May 31, 2016

CERTIFIED MAIL

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Amendment to Certificate of Authority of Darley Stud Management, LLC
Withdrawal of Certificate of Authority of Godolphin Racing LLC

Dear Sir or Madam:

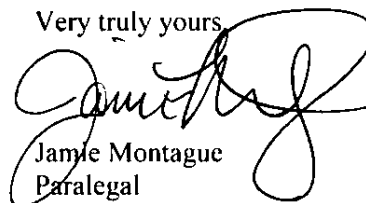
Earlier this year, Articles of Merger were filed in Kentucky merging Godolphin Racing LLC ("G-Racing") into Darley Stud Management, LLC ("Darley"); the surviving entity was renamed Godolphin LLC ("Godolphin"). At the time of the merger, both G-Racing and Darley held Certificates of Authority to transact business in Florida.

In order to reflect the surviving entity's new name on its Florida Certificate of Authority, please find enclosed an Application to amend the Certificate of Authority, changing Darley's name to Godolphin LLC. Also included with the Application is a check for the \$25 filing fee, a cover letter, and a certified copy of the Kentucky Articles of Merger. Please note that the Kentucky Secretary of State does not issue name-change certificates.

Further, because G-Racing no longer exists in Kentucky, please find enclosed a Notice of Withdrawal of Certificate of Authority, along with a cover letter and a check for the \$25 filing fee.

Please return acknowledgement letters to my attention at the address above. Of course, if you need anything further or have any questions, please do not hesitate to contact me.

Very truly yours,



Jamie Montague
Paralegal

JM:jm
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Darley Stud Management, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sarah Sloan Reeves

Name of Person

Stoll Keenon Ogden PLLC

Firm/Company

300 W. Vine St., Suite 2100

Address

Lexington, KY 40507

City/State and Zip Code

sarah.reeves@skofirm.com

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

For further information concerning this matter, please call:

Jamie Montague at (859) 231-3035
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☒ \$25 Filing Fee ☐ \$30 Filing Fee & Certificate of Status ☐ \$55 Filing Fee & Certified Copy ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: Darley Stud Management, LLC

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M01000001598

3. Jurisdiction of its organization: Kentucky

4. Date authorized to do business in Florida: July 16, 2001

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: Godolphin, LLC
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

_____, **Florida**
City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

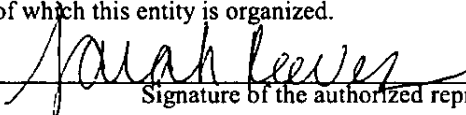
If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of the authorized representative

Sarah Sloan Reeves, Counsel

Typed or printed name of signee

Filing Fee: \$25.00

FILED
2016 JUN -7 P 7:09
CLERK OF STATE
TALLAHASSEE, FLORIDA



**Alison Lundergan Grimes
Secretary of State**

Certificate

I, Alison Lundergan Grimes, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF MERGER OF

GODOLPHIN RACING LLC, SINKING CREEK PROPERTIES, LLC AND BOWMANS MILL PROPERTY, LLC INTO DARLEY STUD MANAGEMENT, LLC CHANGING NAME TO GODOLPHIN, LLC FILED JANUARY 14, 2016.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 10th day of March, 2016.



Alison Lundergan Grimes

Alison Lundergan Grimes
Secretary of State
Commonwealth of Kentucky
dwilliams/0466439 - Certificate ID: 174128

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SUR

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
1/14/2016 3:37 PM
Fee Receipt: \$50.00

**ARTICLES OF MERGER
OF
GODOLPHIN RACING LLC, SINKING CREEK PROPERTIES, LLC AND BOWMANS
MILL PROPERTY, LLC
INTO
DARLEY STUD MANAGEMENT, LLC**

To the Secretary of State of the Commonwealth of Kentucky:

The undersigned business entities execute the following Articles of Merger pursuant to Sections 275.355 and 275.360 of the Kentucky Revised Statutes ("KRS"):

1. The name and jurisdiction of formation or organization of each constituent business entity which is to merge are:

(a) Godolphin Racing LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Kentucky; and

(b) Sinking Creek Properties, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Kentucky; and

(c) Bowmans Mill Property, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Kentucky; and

(d) Darley Stud Management, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Kentucky.

2. The name of the surviving business entity into which each constituent business entity proposes to merge is Darley Stud Management, LLC.

3. The Articles of Organization of the surviving entity, Darley Stud Management, LLC, shall be amended as follows: Article I of the Articles of Organization of Darley Stud Management, LLC is amended to read as follows: "The name of the Limited Liability Company shall be Godolphin, LLC."

No other changes to the Articles of Organization of Darley Stud Management, LLC are desired to be effected by or in connection with the merger. The Articles of Organization of Darley Stud Management, LLC, as in effect immediately prior to the effective time of the merger, shall continue in full force and effect as the Articles of Organization of the surviving entity and shall not be changed or affected by the merger, except that the name of "Darley Stud Management, LLC" shall be changed to "Godolphin, LLC".

4. The plan of merger was duly authorized and approved by each constituent business entity in accordance with KRS 275.350.

5. The effective time of the merger shall be at 5:00 PM Eastern Standard Time on the 14th day of January, 2016.

IN WITNESS WHEREOF, these Articles of Merger are executed by each constituent business entity as of the 14th day of January, 2016.

DARLEY STUD MANAGEMENT, LLC,
a Kentucky limited liability company

BY: *James R. Zell*
ITS: *President*

GODOLPHIN RACING LLC,
a Kentucky limited liability company

BY: *James R. Zell*
ITS: *President*

SINKING CREEK PROPERTIES, LLC,
a Kentucky limited liability company

BY: *James R. Zell*
ITS: *President*

BOWMANS MILL PROPERTY, LLC,
a Kentucky limited liability company

BY: *James R. Zell*
ITS: *President*

**PLAN OF MERGER
OF
GODOLPHIN RACING LLC, SINKING CREEK PROPERTIES, LLC AND BOWMANS
MILL PROPERTY, LLC
INTO
DARLEY STUD MANAGEMENT, LLC**

THIS PLAN OF MERGER is made effective as of the 14th day of January, 2016, and is adopted and made by and among DARLEY STUD MANAGEMENT, LLC, a Kentucky limited liability company ("Darley"), GODOLPHIN RACING LLC, a Kentucky limited liability company ("Godolphin"), SINKING CREEK PROPERTIES, LLC, a Kentucky limited liability company Kentucky ("Sinking Creek") and BOWMANS MILL PROPERTY, LLC, a Kentucky limited liability company ("Bowmans Mill").

WITNESSETH:

WHEREAS, Godolphin, Sinking Creek and Bowmans Mill are each a wholly-owned subsidiary of Darley.

WHEREAS, the parties hereto desire that Godolphin, Sinking Creek and Bowmans Mill shall merge into Darley as the surviving entity.

WHEREAS, simultaneously upon such merger, Darley shall change its name to "Godolphin LLC".

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the parties hereto agree as follows:

1. The plan of merger is as follows:
 - (a) The name of each constituent business entity that is a party to the merger is as follows:
 - (i) Godolphin Racing LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Kentucky; and
 - (ii) Sinking Creek Properties, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of; and
 - (iii) Bowmans Mill Property, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of; and
 - (iv) Darley Stud Management, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Kentucky. Darley is the

surviving business entity into which Godolphin, Sinking Creek, and Bowmans Mill will be merged.

(b) The name of the surviving business entity into which each constituent business entity proposes to merge is Darley Stud Management, LLC.

(c) The Articles of Organization of the surviving entity, Darley Stud Management, LLC, shall be amended as follows: Article I of the Articles of Organization of Darley Stud Management, LLC is amended to read as follows "The name of the Limited Liability Company shall be Godolphin, LLC."

(d) The terms and conditions of the proposed merger are those set forth in this Plan of Merger.

(e) Limited liability is retained by the surviving business entity.

(f) Immediately prior to the effective time of the merger, DSMUS Limited is the sole member of Darley. Accordingly, the manner and basis of converting the interests in each of the four constituent business entities are as follows: At the effective time of the merger, (i) the membership interests in Godolphin, Sinking and Bowmans Mill will be cancelled, will all cease to be outstanding, and will all be converted into the issued and outstanding membership interests of the surviving entity, Darley, and Darley, as the surviving entity, will acquire the rights and incur the obligations provided in KRS 275.365; (ii) the member of Darley, the surviving entity, immediately prior to the effective time of the merger, shall be the sole member of the surviving entity immediately after the merger, and (iii) DSMUS Limited shall continue to own 100% interest of Darley immediately after the merger as DSMUS Limited owned 100% of the Darley prior to the merger.

(g) No changes to the Articles of Organization of Darley are desired to be effected by or in connection with the merger, except that the name of "Darley Stud Management, LLC" shall be changed to "Godolphin, LLC". The Articles of Organization of, as in effect immediately prior to the effective time of the merger, shall continue in full force and effect as the Articles of Organization of the surviving entity and shall not be changed or affected by the merger, except that the name of "Darley Stud Management, LLC" shall be changed to "Godolphin, LLC".

(h) The surviving entity reserves the right and power, after the effective time of the merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Organization in a manner now or hereafter permitted by statute, and all rights conferred on its members are subject to this reservation.

(i) The Operating Agreement of Darley, as such Operating Agreement was in effect immediately prior to the effective time of merger, shall remain and be the Operating Agreement of Darley, the surviving entity, until altered, amended, or repealed, or until a new Operating Agreement shall be adopted in compliance with any provisions of such operating agreement, the Articles of Organization and applicable law.

(j) At the effective time of the merger, the separate existence of Godolphin, Sinking Creek and Bowmans Mill shall each cease (except to the extent continued by statute), and all of their respective property, rights, privileges, and franchises, of whatsoever nature and description, shall be vested in Darley, as the surviving business entity, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by Darley to evidence such vesting of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of Darley by the respective Godolphin, Sinking Creek or Bowmans Mill, as applicable, or by any person designated by Godolphin, Sinking Creek or Bowmans Mill. Following the merger, Darley, as the surviving business entity, shall be liable for all liabilities and obligations of Godolphin, Sinking Creek and Bowmans Mill, which existed immediately prior to the merger.

(k) The effective time of the merger shall be on the 14th day of January, 2016.

IN WITNESS WHEREOF, this Plan of Merger has been executed as of the date first set forth above.

DARLEY STUD MANAGEMENT, LLC,
a Kentucky limited liability company

BY: James A. Zell

ITS: President

GODOLPHIN RACING LLC,
a Kentucky limited liability company

BY: James A. Zell

ITS: President

SINKING CREEK PROPERTIES, LLC,
a Kentucky limited liability company

BY: James A. Zell

ITS: President

BOWMANS MILL PROPERTY, LLC,
a Kentucky limited liability company

BY: *James R. Hill*

ITS: *President*