

W08000002071

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

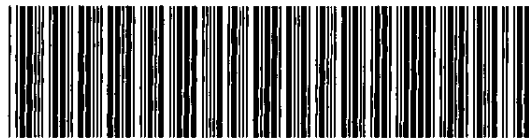
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W080000020034

Office Use Only



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04/18/08--01019--022 **130.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 01 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KEMPER BROTHERS HOLDING, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

STEPHEN COHN / JOY LAMONDA

(Name of Person)

KELLEY, GOLDBERG, LEACH & COHN PL

(Firm/Company)

475 MONTGOMERY PLACE

(Address)

ALTAMONTE SPRINGS, FLORIDA 32714

(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

STEPHEN COHN / JOY LAMONDA at (407) 869-8900
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:

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

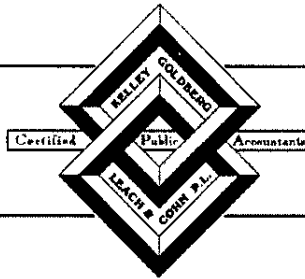
STREET ADDRESS:

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

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 ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

Kyle H. Kelley
Russell Goldberg
John K. "Jack" Leach
Stephen M. Cohn
Edward F. Starr



475 Montgomery Place
Altamonte Springs, FL 32714
Phone 407-869-8900
Fax 407-869-7254
www.kelleygoldberg.com

April 28, 2008

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Kemper Brothers Holdings, LLC
EIN: 68-0632051
Ref. #: W08000020034

To Whom It May Concern:

We are in receipt of the notice dated April 21, 2008, regarding the civil penalty.

Please be advised that the year on line six is incorrect, as we used the same date it was organized in the state of New Jersey, which is April 13, 2006. This was done in error, as it should have been 2008.

Please find attached the corrected paperwork, which shows the company transacting business in the State of Florida as of April 13, 2008. Therefore, please accept the corrected paperwork for filing with the fee that is being held.

If you have any questions, please contact our office at 407-869-8900. Thank you for your time and assistance in this matter. We await confirmation of this request.

Sincerely,

KELLEY, GOLDBERG, LEACH & COHN PL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 21, 2008

STEPHEN COHN / JOY LAMONDA
475 MONTGOMERY PLACE
ALTAMONTE SPRINGS, FL 32714

SUBJECT: KEMPER BROTHERS HOLDING, LLC
Ref. Number: W08000020034

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for KEMPER BROTHERS HOLDING, LLC and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$2277.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 108A00023783

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. KEMPER BROTHERS HOLDING, LLC
(Name of Foreign Limited Liability Company; must include "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 include "Limited Liability Company," "L.L.C.," "LLC.")

2. DELAWARE 3. 68-0632051
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 4-13-06 5. INDEFINITELY
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. 4-13-2008
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 11309 SCENIC VIEW LANE
ORLANDO, FLORIDA 32821
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

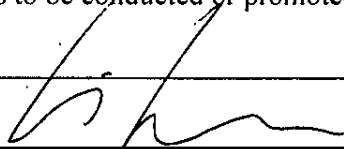
9. The name and usual business addresses of the managing members or managers are as follows:

OLIVER KEMPER

ALEXANDER KEMPER

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: WHOLESALE


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Oliver Kemper

Typed or printed name of signer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

KEMPER BROTHERS HOLDING, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

N/A

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

KELLEY, GOLDBERG, LEACH & COHN PL

(Name)

475 MONTGOMERY PLACE

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

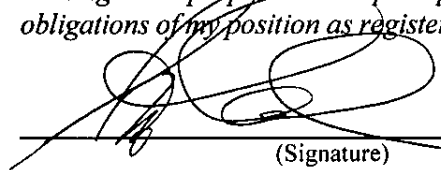
ALTAMONTE SPRINGS

FL

City/State/Zip

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 608, Florida Statutes.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

Delaware

PAGE 1

The First State

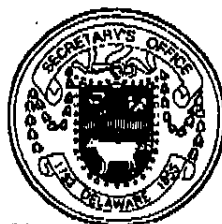
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KEMPER BROTHERS HOLDING LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2008.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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080338672

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6483408

DATE: 03-28-08