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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** W.T. Phipps, II Racing Stable, 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:

Josh Cooper  
(Name of Person)

N/A  
(Firm/Company)

7 Elizabeth Lane  
(Address)

Saratoga Springs NY 12866  
(City/State and Zip Code)

For further information concerning this matter, please call:

Josh Cooper at ( 516 ) 583-6638  
(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

**WRITTEN CONSENT TO ADOPT ALTERNATE NAME FOR USE IN THE  
STATE OF FLORIDA**

We, the undersigned, do hereby certify that we are the Managers and/or Managing

Members of W.T. Phipps, II Racing Stable, LLC  
(Name of Limited Liability Company)

a limited liability company duly organized and existing under the laws of

New York  
(State or Country of Organization)

Because the name of this foreign limited liability company does not satisfy the  
requirements of the s. 608.406, F.S., the limited liability company hereby adopts the  
following name to transact business in the state of Florida:

Will Phipps Racing Stable, LLC  
(Name to be used by limited liability company in Florida. NOTE: Name must end with Limited Liability  
Company, L.L.C., or LLC.)

Date: 12/20/08

Signature(s) of Manager(s) and/or Managing Member(s):

W.T. Phipps, II

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**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. W.T. Phipps, II Racing Stable, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Will Phipps Racing Stable, 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. New York

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 26-3441797

(FEI number, if applicable)

4. 9/29/08

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. 11/1/08

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

7. 9700 SW Kanner Highway

Indiantown, FL 34956

(Street Address of Principal Office)

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TALLAHASSEE FLORIDA

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:

William T. Phipps, II

9700 SW Kanner Highway  
Indiantown, FL 34956

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: Train Thoroughbred  
race horses

W.T. Phipps, II  
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.)

William T. Phipps, II

Typed or printed name of signee

**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:

W.T. Phipps, II Racing Stable, LLC

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

Will Phipps Racing Stable, LLC

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

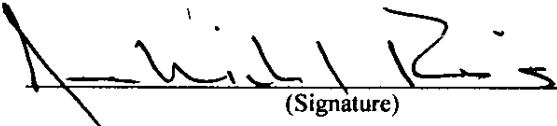
MICHAEL RIVERS, MGR PLYSON PARK  
(Name)

9700 SW KANNER HWY.  
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

INDIAN TOWN FL 34956  
City/State/Zip

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*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)

**State of New York**  
**Department of State** } ss:

I hereby certify, that W.T. PHIPPS, II RACING STABLE, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 10/15/2008, and that the Limited Liability Company is existing so far as shown by the records of the Department.

\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 17th day of December two  
thousand and eight.*

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