

Electronic Filing Cover Sheet

((H09000043951 3)))



To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

FILED
SECRETARY OF STATE
DIVISION OF CONSTITUTIONAL
09 FEB 25 AM 8:24

BA Continuum Costa Rica, Limitada LLC

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$125.00

Help

FEB 26 2009

RECEIVED
09 FEB 25 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. BA Continuum Costa Rica, Limitada 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. Costa Rica 3. 26-0381261
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 01/03/2006 5. 01/03/2256
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 517 Eleventh Avenue San Jose, Costa Rica
(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:

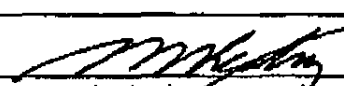
General Manager, Silvinia Salazar, 100 Metros Norte de Antiguo Durman Esqui, San Jose, Costa Rica

President, Michael D. Keating, 2900 Madera Road, Simi Valley, CA 93065

Treasurer, Glenn Boyd, 31303 Agoura Road, Westlake Village, CA 91361

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: Loan production and
administration support.


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.)

Michael D. Keating, Authorized Person

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 FEB 25 AM 8:24

**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:

BA Continuum Costa Rica, Limitada LLC

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

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

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

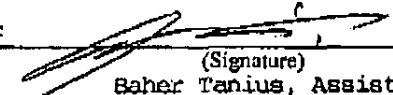
33324

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 608, Florida Statutes.

CT Corporation System

By:


(Signature)

Baher Tanius, Assistant Secretary

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

BA Continuum Costa Rica, Limitada Co.

*517 Eleventh Avenue
San Jose, Costa Rica*

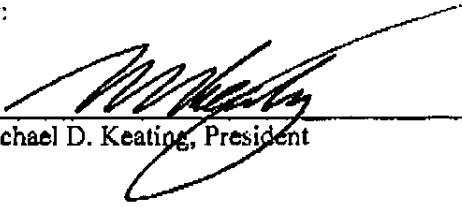
CONSENT TO USE OF NAME

BA Continuum Costa Rica, Limitada Co., a Corporation organized under the laws of the Country of Costa Rica, hereby consents to the use of the name BA Continuum Costa Rica, Limitada LLC.

IN WITNESS WHEREOF, the undersigned has caused this consent to be executed on the 13th day of February, 2009

BA Continuum Costa Rica, Limitada Co.

By:



Michael D. Keating, President



I, Norma Sáenz Carbonell, identity card number 1-515-087, Official Translator of the Ministry of Foreign Relations of the Republic of Costa Rica, **DO HEREBY CERTIFY:** That the attached document hereunder translated from Spanish into English says as follows: -----

----- N° 2842873 -----

----- **REPUBLIC OF COSTA RICA** -----

----- **NATIONAL REGISTRY** -----

----- **LITERAL CERTIFICATE** -----

----- **CERTIFICATE NUMBER * - * 1301444 - 2009 * - *** -----

----- **LEGAL ENTITY: 3-102-429485** -----

----- **GENERAL DATA** -----

NAME OF THE COMPANY: BA CONTINUUM COSTA RICA LIMITADA -----

CURRENT STATUS: REGISTERED -----

DOCUMENT OF ORIGIN: BOOK: 563; PAGE: 17187; REGISTRATION DATE: 02/13/2006 -----

DOMICILE: SAN JOSÉ - SAN JOSÉ, AT NUMBER 517 11TH AVENUE, BETWEEN 5TH AND 7TH STREETS. -----

PURPOSE / ENDS (ABSTRACT): TRADE, TOURISM, INDUSTRY; IT CAN SELL, MORTGAGE, PLEDGE, DISPOSE OF PERSONAL AND REAL PROPERTY; IT CAN ISSUE BONDS AND OTHER SECURITIES IN FAVOR OF MEMBERS OR THIRD PARTIES. -----

TERM OF EXISTENCE OF THE COMPANY: INITIAL DATE: 01/03/2006;

A handwritten signature in dark ink, appearing to be "Norma Sáenz Carbonell", located at the bottom left of the page.



EXPIRATION: 01/03/2256. -----

----- **COMPOSITION OF CAPITAL** -----

REGISTRATION DATE: 02/13/2006 – **TYPE OF CAPITAL:** SUBSCRIBED AND PAID
UP - CURRENCY: COLONES -----

TYPE OF SECURITIES OR SHARES: MEMBERSHIP INTERESTS ("CUOTA") -----

NUMBER OF MEMBERSHIP INTERESTS: 50 – **AMOUNT:** 1,000.00 – **TOTAL:**
50,000.00 -----

**THERE ARE NO OTHER ENTRIES CONCERNING THE CAPITAL OF THE
LEGAL ENTITY** -----

----- **MANAGEMENT** -----

TERM OF OFFICE OF DIRECTORS AND/OR EXTENSIONS: THERE SHALL BE A
MANAGER, TO HOLD OFFICE FOR THE WHOLE TERM OF EXISTENCE OF THE
COMPANY, AS WELL AS A RESIDENT AGENT. -----

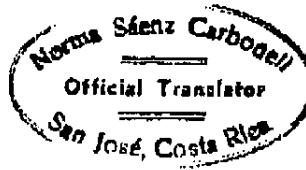
----- **REPRESENTATION** -----

THE MANAGER SHALL REPRESENT THE COMPANY IN AND OUT OF COURT,
WITH THE AUTHORITY AS GRANTED UNDER A GENERAL POWER OF
ATTORNEY WITH NO RESTRICTIONS AS TO THE AMOUNTS INVOLVED, IN
ACCORDANCE WITH ARTICLE 1255 OF THE CIVIL CODE. HE CANNOT BIND THE
COMPANY OR DISPOSE OF ITS ASSETS IN ANY WAY, OR SELL OR ENCUMBER
THE ASSETS OF THE COMPANY, BEING THE POWER TO DISPOSE OR ENCUMBER
THE ASSETS OF THE COMPANY OR TO BIND THE COMPANY OR TO GRANT
POWERS OF ATTORNEY VESTED EXCLUSIVELY IN THE MEMBERS' MEETING. ---

----- **APPOINTMENTS** -----

REGISTRATION DATE: 03/12/2008 – **POSITION:** GENERAL MANAGER -----

A handwritten signature in dark ink, appearing to be "H. Slenz".



HELD BY: SILVINA ALEJANDRA SALAZAR GUTIÉRREZ, PASSPORT NO. 447682202 -----

REPRESENTATION: REPRESENTS THE COMPANY IN AND OUT OF COURT -----

TERM IN OFFICE: INITIAL DATE: 11/18/2008; **EXPIRATION:** 01/03/2256 -----

REGISTRATION DATE: 02/13/2006 - **POSITION:** RESIDENT AGENT -----

HELD BY: HERNÁN PACHECO ORFILA, IDENTITY CARD NO. 1-0585-0980 -----

REPRESENTATION: N/A -----

TERM IN OFFICE: INITIAL DATE: 01/03/2006; **EXPIRATION:** 01/03/2256 -----

ADDRESS: SAN JOSÉ, AT NUMBER 517 11TH AVENUE, BETWEEN 5TH AND 7TH STREETS. -----

----- **END OF APPOINTMENTS OR POSITIONS IN THE LEGAL ENTITY** -----

----- **POWERS OF ATTORNEY GRANTED BY THE LEGAL ENTITY** -----

DETAILED INFORMATION OR POSSIBLE MOVEMENTS OF THE CERTIFICATE OF THE RESPECTIVE POWER OF ATTORNEY -----

REGISTRATION DATA: 570-27005-1-2 - **DATE:** 02/12/2007 -----

TYPE OF POWER OF ATTORNEY: FULL POWER OF ATTORNEY -----

CURRENT STATUS OF THE POWER OF ATTORNEY: REGISTERED -----

REGISTRATION DATA: 577-21600-1-2 - **DATE:** 10/01/2008 -----

TYPE OF POWER OF ATTORNEY: FULL POWER OF ATTORNEY -----

A handwritten signature in black ink, appearing to be "Silvina" or similar.



CURRENT STATUS OF THE POWER OF ATTORNEY: REGISTERED -----

REGISTRATION DATA: 577-21600-1-2 - DATE: 10/01/2008 -----

TYPE OF POWER OF ATTORNEY: FULL POWER OF ATTORNEY -----

CURRENT STATUS OF THE POWER OF ATTORNEY: REGISTERED -----

----- THERE ARE NO OTHER POWERS OF ATTORNEY -----

----- GRANTED BY THE LEGAL ENTITY -----

THERE IS NO INFORMATION ON ENCUMBRANCES ON THE LEGAL ENTITY

----- THERE IS NO INFORMATION OF MOVEMENTS -----

----- OF THE LEGAL ENTITY THAT MAY BE PENDING -----

----- THERE ARE NO OBSERVATIONS CONCERNING THE LEGAL ENTITY -----

----- Nº 2842874 -----

THERE IS NO INFORMATION ON ENCUMBRANCES ON THE LEGAL ENTITY

----- THERE IS NO INFORMATION OF MOVEMENTS -----

----- OF THE LEGAL ENTITY THAT MAY BE PENDING -----

----- THERE ARE NO OBSERVATIONS CONCERNING THE LEGAL ENTITY -----

**THIS CERTIFICATE IS A PUBLIC DOCUMENT, IN ACCORDANCE WITH THE
PROVISIONS OF ARTICLE 71 OF EXECUTIVE DECREE NUMBER 26771-J OF
MARCH 18, 1998, AND ARTICLE 369 OF THE CODE OF CIVIL PROCEDURE. -----**

**ISSUED AT THE NATIONAL REGISTRY OFFICE, AT 14 HOURS 40 MINUTES AND
38 SECONDS, ON FEBRUARY 5, 2009. -----**



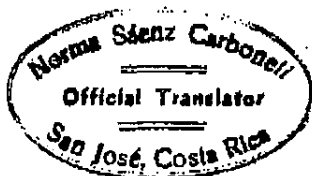
(illegible signature) _____

SIGNATURE OF AUTHORIZED OFFICIAL _____

ANTONIETA PHILLIPS CHAVES _____

VOID WITHOUT THE LEGAL TAX STAMPS CANCELLED ON REQUEST
ATTACHED HERETO AND THE RESPECTIVE SEALS, _____

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, at the city of
San José, on this the fifth day of February, two thousand and nine. Legal tax stamps are added
and cancelled.



100 COLONES

REGISTRO NACIONAL REPUBLICA DE COSTA RICA
DIRECCION DE OFICINAS REGIONALES



INFORME REGISTRAL

Bienes Muebles	Place: _____	Clase: _____	Objeto: _____	Matrícula: _____
	Gravamen: _____	Tono: _____	Valor: _____	Sec: _____
Bienes Inmuebles	Fines: _____			
Personas Jurídicas	Provincia: _____			
Distrito:	Matrícula: _____			
Cadastr. Judicial: 3-102-42948				
Dato: _____				



REGISTRO NACIONAL
DE PERSONAS JURIDICAS

REPUBLICA DE COSTA RICA
REGISTRO NACIONAL
CERTIFICACION LITERAL
NUMERO DE CERTIFICACION: *-1301444-2009*-
PERSONA JURIDICA: 3-102-429485

Nº 2842873

DATOS GENERALES

RAZON SOCIAL O DENOMINACION: BA CONTINUUM COSTA RICA LIMITADA
ESTADO ACTUAL: INSCRITA
DOCUMENTO ORIGEN: TOMO: 563 ASIENTO: 17187 FECHA INSCRIPCION: 13/02/2006
DOMICILIO: SAN JOSE- SAN JOSE AVENIDA 11, CALLES 5 Y 7, #517.
OBJETO/FINES (SINTESIS): COMERCIO, TURISMO, INDUSTRIA, PODRA VENDER, HIPOTECAR, PIGNORAR
DISPONER DE BIENES MUEBLES E INMUEBLES, PODRA RENDIR FIANZAS Y OTRAS GARANTIAS EN BENEFICIO DE
SOCIOS O TERCEROS.
PLAZO DE LA ENTIDAD JURIDICA: INICIO: 03/01/2006 VENCIMIENTO: 03/01/2256

CONFORMACION DEL CAPITAL O PATRIMONIO

FECHA DE INSCRIPCION: 13/02/2006 TIPO DE CAPITAL: SUSCRITO Y PAGADO TIPO DE MONEDA: COLONES
CLASE DE ACCION O TITULO: CUOTAS
CANTIDAD TITULOS: 50 MONTO: 1,000.00 TOTAL: 50,000.00

NO EXISTEN MAS REGISTROS DE CAPITAL/PATRIMONIO PARA LA PERSONA JURIDICA

ADMINISTRACION

PLAZO DE DIRECTORES Y/O PRORROGAS: HABRA UN GERENTE GENERAL NOMBRADO POR TODO EL PLAZO Y
ADEMAS HABRA UN AGENTE RESIDENTE

REPRESENTACION

EL GERENTE GENERAL TENDRA LA REPRESENTACION JUDICIAL Y EXTRAJUDICIAL CON FACULTADES DE APODERAGO
GENERAL SIN LIMITE DE SUMA CONFORME EL ARTICULO 1255 DEL CODIGO CIVIL, PODRA OTORGAR PODERES DE
CUALQUIER TIPO SUSTITUIR SUS PODERES TOTAL O PARCIALMENTE, REVOCAR DICHAS SUSTITUCIONES Y
OTORGARLAS DE NUEVO, SIN EMBARGO, EL GERENTE NO PODRA BAJO NINGUNA RAZON O CIRCUNSTANCIA,
VENDER, TRASPASAR, CEDER, GRAVAR, PRENDAR, OTORGAR GARANTIAS, Y/O HIPOTECAR, LOS BIENES MUEBLES O
INMUEBLES DE LA COMPAÑIA, SUS DERECHOS NI COMPRAR SIN LA AUTORIZACION PREVIA Y POR ESCRITO POR
PARTE DE LA ASAMBLEA DE SOCIOS

NOMBRAMIENTOS

FECHA DE INSCRIPCION: 03/12/2008 CARGO: GERENTE GENERAL
OCUPADO POR: SILVINA ALEJANDRA SALAZAR GUTIERREZ PASAPORTE 447682202
REPRESENTACION: REPRESENTACION JUDICIAL Y EXTRAJUDICIAL
VIGENCIA: INICIO 18/11/2008 VENCIMIENTO 03/01/2256

FECHA DE INSCRIPCION: 13/02/2006 CARGO: AGENTE RESIDENTE
OCUPADO POR: HERNAN PACHECO ORFILA CEDULA DE IDENTIDAD 1-0585-0980
REPRESENTACION: NO APLICA
VIGENCIA: INICIO 03/01/2006 VENCIMIENTO 03/01/2256
DIRECCION: SAN JOSE, EN PACHECO COTO, AVENIDA 11, CALLES 5 Y 7 #517.

FIN DE LOS NOMBRAMIENTOS O CARGOS DE LA PERSONA JURIDICA

PODERES QUE HA OTORGADO LA PERSONA JURIDICA

INFORMACION DETALLADA O POSIBLES MOVIMIENTOS EN LA CERTIFICACION DEL PODER
CORRESPONDIENTE

CITAS DE INSCRIPCION DEL PODER: 570-27005-1-2 FECHA: 12/02/2007
TIPO DE PODER: PODER GENERALISIMO ESTADO ACTUAL DEL PODER: INSCRITO

CITAS DE INSCRIPCION DEL PODER: 577-21600-1-3 FECHA: 01/10/2008



Nº 2842874

TIPO DE PODER: PODER GENERALISIMO ESTADO ACTUAL DEL PODER: INSCRITO

NO EXISTEN MAS PODERES OTORGADOS POR LA PERSONA JURIDICA
NO EXISTE INFORMACION DE AFECTACIONES SOBRE LA PERSONA JURIDICA
REGISTRO NACIONAL NO EXISTE INFORMACION DE MOVIMIENTOS PENDIENTES SOBRE LA PERSONA JURIDICA
NO EXISTE INFORMACION DE OBSERVACIONES SOBRE LA PERSONA JURIDICA

LA PRESENTE CERTIFICACION CONSTITUYE DOCUMENTO PUBLICO CONFORME LO ESTABLECE EL ARTICULO 71 DEL DECRETO EJECUTIVO NUMERO 26771-J DEL 18 DE MARZO DE 1998 Y EL ARTICULO 369 DEL CODIGO PROCESAL CIVIL.

- DADO EN EL REGISTRO NACIONAL, A LAS 14 HORAS 40 MINUTOS Y 38 SEGUNDOS, DEL 5 DE FEBRERO DEL 2009-

FIRMA DEL FUNCIONARIO AUTORIZADO,
ANTONIEA PHILLIPS CHAVES

NULA SIN LOS TIMBRES DE LEY CANCELADOS EN SOLICITUD ADJUNTA Y SELLOS CORRESPONDIENTES.

