

From:

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06/14/2010 12:09 PM #001/006

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H10000136861 3)))



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To:

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

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I200000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

*It is imperative that  
we get a June 11<sup>th</sup>  
file date. Please.*

*Thank you.*

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

Foreign Limited Liability Company  
COUNTERPOINTE CAPITAL MANAGEMENT LLC

Certificate of Status	1
Certified Copy	0
Page Count	014
Estimated Charge	\$130.00

**S. HAWKES**

JUN 15 2010

**EXAMINER**

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From: . .

06/14/2010 12:50

#694 P.003/006



June 14, 2010

FLORIDA DEPARTMENT OF STATE

NATIONAL CORPORATE RESEARCHM LTD Division of Corporations

SUBJECT: COUNTERPOINTE CAPITAL MANAGEMENT LLC  
REF: W10000028312

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes  
Regulatory Specialist II  
Registration/Qualification Section

FAX Aud. #: H10000136861  
Letter Number: 610A00014613

RECEIVED  
10 JUN 14 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

(((H10000136861 3)))

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

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

1. CounterPointe Capital Management 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

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

3. 27-2801035

(FBI number, if applicable)

4. June 4, 2010

(Date of Organization)

5. Perpetual

(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. 223 West Gregory Street, Suite A

Pensacola, FL 32502

(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:

Sterling Ridge CounterPointe Capital Holdings LLC, 4 Archer Road, Harrison NY

10528

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: any lawful act or

activity under the laws of the State of Florida

Sterling Ridge CounterPointe Capital Holdings LLC

By: [Signature]

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.)

Eric J. Alini

Typed or printed name of signee

(((H10000136861 3)))

**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:

**COUNTERPOINTE CAPITAL MANAGEMENT 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:

**National Corporate Research, Ltd., Inc.**

(Name)

**515 East Park Avenue**

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

**Tallahassee**

**FL**

**32301**

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.*

*Martin Ziga*

(Signature)

*MARTIN ZIGA, 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)

FILED  
JUN 11 AM 9:10  
STATE  
SECRETARY  
FLORIDA

From: . . .

06/14/2010 12:51

#694 P.006/006

((H10000136861 3)))

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COUNTERPOINTE CAPITAL MANAGEMENT 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 TENTH DAY OF JUNE, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COUNTERPOINTE CAPITAL MANAGEMENT LLC" WAS FORMED ON THE FOURTH DAY OF JUNE, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED  
10 JUN 11 AM 9:10  
DELAWARE STATE  
NOTARY PUBLIC

4832538 8300

100647490

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8047428

DATE: 06-10-10

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