

MI0000004673

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

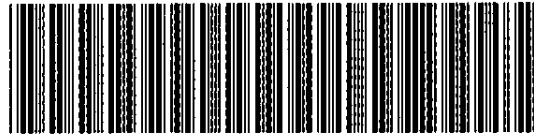
(Business Entity Name)

(Document Number)

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B. KOHR

OCT 22 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 21 PM 4: 15



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 539451 5052267

AUTHORIZATION :

COST LIMIT : \$ 125.00

[Handwritten signature]

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : October 12, 2010

ORDER TIME : 3:42 PM

ORDER NO. : 539451-030

CUSTOMER NO: 5052267

63875

76375

FOREIGN FILINGS

NAME: SIGULER GUFF HOLDINGS GP, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 21 PM 4:15

October 22, 2010

JEANINE REYNOLDS
CSC
TALLAHASSEE, FL

SUBJECT: SIGULER GUFF HOLDINGS GP, LLC
Ref. Number: W10000049718

We have received your document for SIGULER GUFF HOLDINGS GP, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being retained for the following:

The application indicates that this company began transacting business in Florida on September 23, 2009.

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$638.75.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 110A00024987

**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. SIGULER GUFF HOLDINGS GP, 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. 26-3803838

(FEI number, if applicable)

4. SEPTEMBER 23, 2009

(Date of Organization)

5. PERPETUAL

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

6. SEPTEMBER 23, 2009

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

7. 825 THIRD AVENUE, 10TH FLOOR

NEW YORK, NEW YORK 10022

(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:

Donald P. Spencer - 825 Third Ave 10th Fl, NY, NY 10022; Ken Burns - 825 Third


Ave 10th Fl, NY, NY 10022; George Siguler - 4300 Marsh Landing Blvd Ste 201

Jacksonville Beach, FL 33250; Drew Guff - 162 Round Hill Rd, Greenwich, CT 06831

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: PRIVATE EQUITY

INVESTMENT FIRM


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.)

DONALD P. SPENCER, MANAGING DIRECTOR

Typed or printed name of signee

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 OCT 21 PM 4:15

**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:

SIGULER GUFF HOLDINGS GP, 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:

Corporation Service Company

(Name)

1201 Hays Street

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.

Corporation Service Company

BY: _____

(Signature)

Jeanine Reynolds
as its agent

\$ 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, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SIGULER GUFF HOLDINGS GP, 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-FIRST DAY OF OCTOBER, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SIGULER GUFF HOLDINGS GP, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2009.

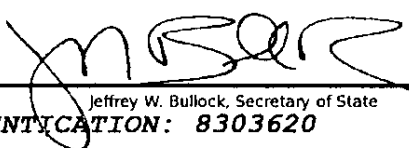
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4733967 8300

101016942

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8303620

DATE: 10-21-10