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(Address)

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(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 FEB 11 PM 2:31

T. HAMPTON  
FEB 14 2011  
EXAMINER

565-110

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Barcliff, L.L.C.

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:

Allan R. Chason

Name of Person

Chason & Chason, P.C.

Firm/Company

P. O. Box 100

Address

Bay Minette, Alabama 36507

City/State and Zip Code

wsheffield@economyboat.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Allan R. Chason

Name of Person

at ( 251 ) 937-2191

Area Code & Daytime Telephone Number

**MAILING ADDRESS:**

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

**STREET ADDRESS:**

Division of Corporations  
Registration Section  
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

CHASON & CHASON

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

300 D'OLIVE STREET

BAY MINETTE, ALABAMA 36507

WWW.CHASONLAW.COM

ALLAN R. CHASON  
JESSICA M. MCDILL

OF COUNSEL  
JOHN EARLE CHASON

JOHN CHASON  
(1904-1992)

MAILING ADDRESS  
POST OFFICE BOX 100  
BAY MINETTE, ALABAMA 36507

TELEPHONE  
(251) 937-2191

FACSIMILE  
(251) 937-2101

February 9, 2011

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

Gentlemen:

Re: Barcliff, L.L.C.

Reference No. W11000005755

We understand from the letter we received that the name we previously proposed is not sufficient and, therefore, we enclose herewith the documents you requested and now propose using the name "Barcliff of Alabama, L.L.C." to do business in Florida. Should you need additional information, let us know. Otherwise, please let us hear from you at your earliest convenience regarding qualifying this company to do business in Florida.

With best regards, we are

Yours very truly,

CHASON & CHASON, P.C.

By: 

ARC:trh

Encl: As Noted

00016894 WPD



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

11 FEB 11 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 31, 2011

ALLAN R CHASON  
CHASON & CHASON PC  
P O BOX 100  
BAY MINETTE, AL 36507

SUBJECT: BARCLIFF, L.L.C.  
Ref. Number: W11000005755

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

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable limited liability company suffixes in Florida: "Limited Company," "L.C.," and "LC."

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) 245-6855.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 711A00002531

**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 Barcliff, L.L.C.

(Name of Limited Liability Company)

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

Alabama

(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

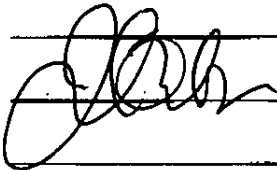
following name to transact business in the state of Florida:

Barcliff of Alabama, L.L.C.

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

Date: 2/7/11

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



J Fred Barton

**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. Bardcliff, L.L.C.

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

Bardcliff of Alabama, L.L.C.

(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. Alabama

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

3. 20-3699730

(FEI number, if applicable)

4. 07/29/2005

(Date of Organization)

5. Perpetual

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

6. N/A

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

7. 11515 Radcliff Lane

Fairhope, Alabama 36532

(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:

B. Greer Radcliff, 11515 Radcliff Lane, Fairhope, Alabama 36532, MGRM

MERS, Inc., 200 South Amoco Cut Off, Wood River, Illinois 62095, MGRM

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: Distribution and sale of petroleum products on and over land or water.

 2/7/11  
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Fred Barton

Typed or printed name of signee

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11 FEB 11 PM 2:31

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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:

Barcliff, L.L.C.

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

Barcliff of Alabama, L.L.C.

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.*

  
(Signature)

Danny Verdecchia, Jr. Asst. 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  
11 FEB 11 PM 4:31  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that Barcliff, L.L.C. was formed in  
Baldwin County, Alabama on July 29, 2005. The Alabama Entity Identification  
number for this entity is 467-323. I further certify that the records do not disclose  
that said entity has been dissolved, cancelled or terminated.



In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.

1/20/2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State