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(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER
APR 13 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cornwall Partners, 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:

S. David Moche

Name of Person

Cornwall Partners, LLC

Firm/Company

12806 Touchstone Place

Address

Palm Beach Gardens, Florida 33418

City/State and Zip Code

cornwallpartners@gmail.com

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

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

S. David Moche

Name of Person

at (917) 331-2567

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

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. **Cornwall Partners, LLC**

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

CORNWALL PARTNERS (PBG), 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.

(FEI number, if applicable)

4. **15 February, 2006**

(Date of Organization)

5. **Perpetual**

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

6. **1 January, 2011**

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

7. **12806 Touchstone Place, Palm Beach Gardens, FL**

(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:

CIB Management, LLC, 12806 Touchstone Place, PBG, FL 33418

S. David Moche, Nancy Moche, Elsie Moche, Ma'yan Moche all at

12806 Touchstone Place, Palm Beach Gardens, FL 33418

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: FINRA registered broker/dealer

S. David Moche

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.)

S. David Moche

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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 Cornwall Partners, LLC

(Name of Limited Liability Company)

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

DELAWARE

(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:

CORNWALL PARTNERS (PBC), 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: 4 April 2011

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

David Klocke, CEO

for CIB MANAGEMENT, LLC

David Klocke

an INDIVIDUAL

Elsie Klocke / SVP

MINOR

Melissa Klocke / SVP

MINOR

Nancy Wolfson Moché

an INDIVIDUAL

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TALLAHASSEE, FLORIDA

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**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:

Cornwall Partners, LLC

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

CORNWALL PARTNERS (PBC), LLC

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

Murray Wolfson

(Name)

12806 Touchstone Place

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

Palm Beach Gardens, FL 33418

City/State/Zip

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TALLAHASSEE, FLORIDA

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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.

Murray J. Wolfson

(Signature)

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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CORNWALL PARTNERS, 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 SEVENTEENTH DAY OF FEBRUARY, A.D. 2011.

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TALLAHASSEE, FLORIDA



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8567612

DATE: 02-17-11

**State of Delaware**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 898
DOVER, DELAWARE 19903

110141116

9808421

02-17-2011

CORNWALL PARTNERS, LLC
12806 TOUCHSTONE PLACE
PALM BEACH GARDENS

FL 33418-6984

ATTN: S. DAVID MOCHE

DESCRIPTION	AMOUNT
CORNWALL PARTNERS, LLC 4110537 8300 Certificate in Re Short Certification Fee	50.00
FILING TOTAL	50.00
TOTAL PAYMENTS	50.00
SERVICE REQUEST BALANCE	.00

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Delaware

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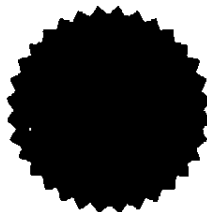
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CORNWALL PARTNERS, LLC", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2006, AT 12:49 O'CLOCK P.M.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4110537 8100
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4527220

DATE: 02-16-06