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EXAMINER

KOLEY JESSEN P.C., L.L.O.
ATTORNEYS AT LAW

ONE PACIFIC PLACE, SUITE 800
1125 SOUTH 103RD STREET
OMAHA, NE 68124

PHONE: 402.390.9500
FAX: 402.390.9005

KOLEY ■ JESSEN

February 22, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations – Registrations
2661 Executive Center Circle
Tallahassee, FL 32301


Re: CNP-Stuart, LLC
Our File No. 12750-0006

Dear Sir or Madam:

Enclosed is one original and one copy of the Application by Foreign Limited Liability Company for Authorization to Transact Business submitted for filing on behalf of CNP-Stuart, LLC. Also enclosed is our Firm check in the amount of \$125.00 to cover the filing fee and a Certificate of Good Standing issued by the Nebraska Secretary of State. Please return a file-stamped copy of the Application to me in the enclosed envelope.

Should you have any questions regarding the enclosed, please do not hesitate to contact us.

Sincerely yours,



Diane L. Nelsen
Paralegal

Enclosures

cc: Taylor C. Dieckman (w/o enc.)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CNP-STUART, 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:

DIANE L. NELSEN, PARALEGAL

Name of Person

KOLEY JESSEN P.C., L.L.O.

Firm/Company

1125 SOUTH 103 STREET, SUITE 800

Address

OMAHA, NE 68124

City/State and Zip Code

DIANE.NELSEN@KOLEYJESSEN.COM

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

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

DIANE L. NELSEN

Name of Person

at (402)

343-3752

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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. CNP-STUART, 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. NEBRASKA 3. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. FEBRUARY 17, 2012 5. PERPETUAL
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 17220 WRIGHT STREET, SUITE 200, OMAHA, NEBRASKA 68130
(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:

COMPLETE NUTRITION PARTNERSHIP, LLC, 17220 WRIGHT STREET, SUITE 200, OMAHA, NEBRASKA 68130

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: _____
OPERATE COMPLETE NUTRITION STORES


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.)

COMPLETE NUTRITION PARTNERSHIP, LLC, SOLE MEMBER, BY RYAN ZINK, ITS PRESIDENT

Typed or printed name of signee

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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:

CNP-STUART, LLC

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

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

CAPITOL CORPORATE SERVICES, INC.

(Name)

155 OFFICE PLAZA DRIVE, SUITE A

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.

Debbie Case, asst sec

(Signature)

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

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TALLAHASSEE, FLORIDA

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STATE OF

NEBRASKA

United States of America,
State of Nebraska } ss.



Department of State
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

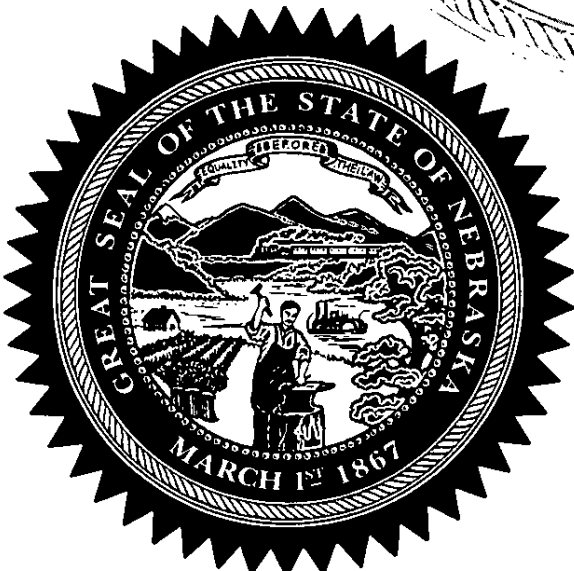
CNP-STUART, LLC

was duly formed under the laws of this state on February 17, 2012 and do further certify that all fees, taxes and penalties have been paid; the most recent biennial report required has been filed; the company has not filed a statement of termination or been administratively dissolved by the Secretary of State and said limited liability company is in existence as of this date.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on February 17, 2012.

John A. Gale
SECRETARY OF STATE



This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's financial condition or business activities and practices.