

m/20000002338

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

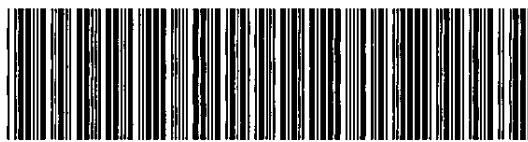
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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APR 27 2011
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VALERIE A. COOK
t: (205) 488-5517
f: (205) 488-5651
e: vcook@balch.com

April 24, 2012

VIA FEDEX

Florida Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

2012 APR 25 PM 3:00
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Re: Foreign Qualifications

To whom it may concern:

Enclosed for filing are two (2) copies of foreign qualification documents for three (3) separate companies, along with checks payable to Florida Department of State for the filing fees incurred. Because Huli Capital Management, LLC is the managing member of Huli Capital, LLC and Huli Capital, LLC is the general partner of Huli Macro, L.P., please file the documents in the following order:

1. Huli Capital Management, LLC;
2. Huli Capital, LLC;
3. Huli Macro, L.P.

Please return evidence of filing in the enclosed self-addressed prepaid FedEx envelope. If you have any questions, please do not hesitate to contact me at (205) 488-5517.

Sincerely,

A handwritten signature in black ink that appears to read "McCook".
Valerie A. Cook

Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Huli Capital Management, 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:

Valerie Cook

Name of Person

Balch & Bingham LLP

Firm/Company

1901 Sixth Avenue North, Suite 1500

Address

Birmingham, AL 35203

City/State and Zip Code

vcook@balch.com

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

For further information concerning this matter, please call:

Valerie Cook

at (205) 488-5517

Name of Person

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 & \$155.00 Filing Fee & \$160.00 Filing Fee, Certificate
of Status Certified Copy of Status & Certified Copy

**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. Huli 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. 45-4855202

(FEI number, if applicable)

4. March 15, 2012

(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. 4925 Collins Avenue, Apt. 5D

Miami Beach, FL 33140

(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:

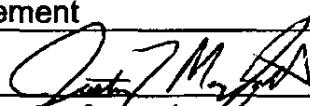
Justin R. Maylath, 4925 Collins Avenue, Apt. 5D, Miami Beach, FL 33140

Michael G. Schoen, Jr., 4925 Collins Avenue, Apt. 5D, Miami Beach, FL 33140

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: _____

Investment Management


Justin R. Maylath, Managing Member
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.)

Justin R. Maylath

Typed or printed name of signee

**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:

Huli Capital Management, 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:

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

City/State/Zip

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CORPORATION
COMMISSIONER
APR 25 2012

2012 APR 25 PM 3:57:22

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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.

Michael Seraphin · Michael Seraphin Asst. Secretary
(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

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HULI 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 THIRTEENTH DAY OF APRIL, A.D. 2012.

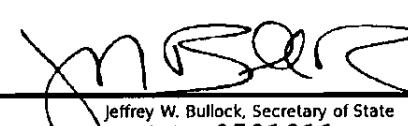
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

5124853 8300

120427959



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9501911

DATE: 04-13-12