

M12000006621

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

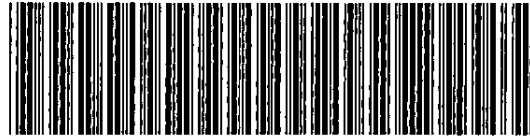
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

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CLERK OF STATE
TALLAHASSEE, FLORIDA

M&A
MOATS & ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANTS

Members of:
American Institute of CPAs
Florida Institute of CPAs

Division of Corporations
Registration Section
Post Office Box 6327
Tallahassee, FL 32314

RE: Registration of MOUNTAIN REEF LIMITED, LLC

Dear Sirs:

Attached is the registration package for Mountain Reef Limited, LLC, a foreign corporation. The limited company was formed on the Isle of Man, British Isles.

- ★ The Isle of Man Company Registry does not prepare a Certificate of Existence, or similar document. They do not file a corporate annual report.
- ★ I have attached a copy of the Memorandum of Association confirming the organization of this company on October 13, 2010. I have also attached a copy of the most recent Annual Return of Mountain Reef Limited. This was filed with the Isle of Man Company Registry on October 16, 2012.

These documents should satisfy the requirement showing the company was in existence within the past 90 days.

I ask that you accept these documents and complete the registration for Mountain Reef Limited, LLC to do business in the State of Florida.

If you have any questions, please contact our offices.

Sincerely,



Pamela Moats
Moats & Associates, CPAs



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 20, 2012

PAMELA MOATS
MOATS & ASSOCIATES, CPAS
2100 S. RIDGEWOOD AVENUE, SUITE 7
SOUTH DAYTONA, FL 32119

SUBJECT: MOUNTAIN REEF LIMITED, LLC
Ref. Number: W12000058429

We have received your document for MOUNTAIN REEF LIMITED, LLC 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.

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) 245-6051.

Neysa Culligan
Regulatory Specialist II

Letter Number: 312A00027915

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MOUNTAIN REEF LIMITED, 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:

PAMELA MOATS

Name of Person

MOATS & ASSOCIATES, CPAs

Firm/Company

2100 S. RIDGEWOOD AVENUE, SUITE 7

Address

SOUTH DAYTONA, FL 32119

City/State and Zip Code

PAMELA@RRMOATSCPA.COM

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

For further information concerning this matter, please call:

PAMELA MOATS

Name of Person

at (386)

760-3083

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. MOUNTAIN REEF LIMITED, LLC

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

N/A

(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. ISLE OF MAN, BRITISH ISLES

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

3. APPLIED FOR

(FEI number, if applicable)

4. 10/13/2010

(Date of Organization)

5. PERPETUAL

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

6. 11/01/2012

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

7. STRAWBERRY COTTAGE, GLEN MONA, RAMSEY

ISLE OF MAN IM7 1HF BRITISH ISLES

(Street Address of Principal Office)

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TALLAHASSEE, FLORIDA

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:

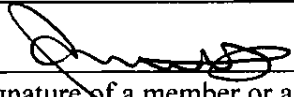
(See #7) Above

Richard Barker - mgr Strawberry Cottage, Glen mona Ramsey
Rachel Barker - mgr Same as Above
ISLE of man IM7 1HF

* 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.) See cover letter for explanation

11. Nature of business or purposes to be conducted or promoted in Florida: _____

RESIDENTIAL RENTAL


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.)

PAMELA MOATS

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:

MOUNTAIN REEF LIMITED, LLC

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

N/A

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

MOATS & ASSOCIATES, CPAs

(Name)

2100 SOUTH RIDGEWOOD AVENUE, SUITE 7

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

SOUTH DAYTONA

FL 32119

City/State/Zip

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TALLAHASSEE, FLORIDA

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.

MOATS & ASSOCIATES CPAs

(Signature)

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

125256C

196726N

The Companies Acts 1931 – 2004

Isle of Man

Private Company Limited by shares

Memorandum of association

of


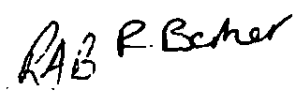
MOUNTAIN REEF LIMITED

TILL 4
 RECEIPT 125248
 13/10/10
 14:01:43
 £133.00 JM

1. The name of the Company is MOUNTAIN REEF LIMITED
2. The Company is a private company
3. The liability of the members is limited
4. The share capital of the company is 2,000 pounds sterling divided into 2,000 ordinary shares of one pound sterling each.


We the subscribers to this Memorandum of Association:-

- a. wish to be formed into a company in pursuant of this Memorandum
- b. agree to take the number of shares shown opposite our respective names
- c. declare that all the requirements of the companies Acts 1931 to 2004 in respect of matters relating to registration and matters precedent and incidental thereto have been complied with

Names and addresses of Subscribers	Signatures	Number of shares Taken
Richard Anthony Barker Strawberry Cottage Glen Mona Ramsey IM2 1NW		10
Rachel Barker Strawberry Cottage Glen Mona Ramsey IM2 1NW		10
Total number of shares taken		20

Dated this 13 day of October 2010

Witness to the above signature:


 10 Beechwood Lane
 Douglas, Isle of Man

Company Number 125256C

Form AR

**ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL
(OTHER THAN A COMPANY LIMITED BY GUARANTEE)**

Pursuant to Sections 107 and 340A of the Companies Act, 1931 (as amended)

Please complete legibly in black type, or bold block lettering

Annual Return of:
*Delete if inappropriate

MOUNTAIN REEF LIMITED

Made up to:
return date)

Day: 14 Month: 10 Year: 2012

(hereinafter called 'the date of this return')(being the company's

The registered office is as follows:

Strawberry Cottage, Glen Mona, Ramsey,

Isle of Man, IM7 1HF

Principal trade or business carried on by the company since the last annual return (or incorporation if this is the first annual return):

Teaching resources

File No: 6

Receipt No: 163882

Date: 16/10/2012

Time: 10:36:06

The company is:

(a) a charity

☐

(b) a property management company.

☐

as defined by the Companies (Fees and Duties) Order in force as at the date of this return (Note 1) and claims relief from payment of the annual return fee.

or, (c) dormant

☐

as defined by the Companies (Fees and Duties) Order in force as at the date of this return (Note 1) and

i) claims relief from payment of the annual return fee as the return date is between the 6th April 2007 and 5th April 2008, inclusive.

☐

ii) pays the reduced annual return fee of £75 as the return date is on or after the 6th April 2008.

☐

Amount Paid: 360.00
Tick if appropriate

Tick as appropriate

See Note 1

Please note, late filing fees are payable by every company, even those companies which claim exception from, or payment of the reduced annual return fee, if the annual return is delivered outside of the prescribed filing period.

Presented by:

IOM Tax Solutions
10 Beechwood Rise
Douglas, Isle of Man
IM2 5NE

Official use only



01610201200123

Company Number

125256C

Form AR

Total amount of indebtedness of the company in respect of all mortgages and charges of the kind which are required to be registered with the Financial Supervision Commission:

ENIL

Has the company been a stakeholder as defined in section 20 of the Timeshare Act 1996 at any time since the last annual return (or incorporation if this is the first annual return)?

YES/NO

If the answer to the last question is YES and the company is a company limited by shares:

- (a) Has the company issued shares fully paid up in cash of the minimum nominal value required by section 109(3B)(a) of the Companies Act 1931? YES/NO
- (b) Does the company hold indemnity insurance, for such sum and in respect of such liabilities as are specified in section 109 (3B)(b) of the Companies Act 1931? YES/NO

Copy of the last audited balance sheet of the company

This return must be accompanied by a copy of the last balance sheet if the company is (a) a public company, (b) a subsidiary of a public company incorporated in the Isle of Man, or (c) a company which has answered NO to the stakeholder question (a) or (b) on page 2. The balance sheet must be a written copy, certified by a director or by the manager or secretary of the company to be a true copy of the last balance sheet which has been audited by the company's auditors (including every document required by law to be annexed thereto) together with a copy of the report of the auditors thereon (certified as aforesaid) and if any such balance sheet is in a foreign language there must also be annexed to it a translation thereof in English certified in the prescribed manner to be a correct translation. If the said last balance sheet did not comply with the requirements of the law as in force at the date of the audit with respect to the form of balance sheet there must be made such additions to and corrections in the said copy as would have been required to be made in the said balance sheet in order to make it comply with the said requirements, and the fact that the said copy has been so amended must be stated thereon.

Note 1 The following are the definitions contained in the Companies (Fees and Duties) Order 2008 (SD 84/2008) as amended by the Companies (Fees and Duties) (Amendment) (No. 2) Order 2008 (SD560/2008):

"charity" means a company which on its return date is registered as a charity under the Charities Registration Act 1989, or a company that is a wholly owned subsidiary of a charity;

"dormant" means a company which is administered by the holder of a fiduciary licence issued in respect of the activities specified in section 1(2)(a) of the Corporate Service Providers Act 2000 and which has not undertaken any activity by way of business or otherwise, has no assets or liabilities and has neither received income nor incurred expenditure other than costs associated with the incorporation of the company and issue of its shares;

"property management company" means a non-profit making company whose sole purpose is to receive regular payments from occupants of a residential property which are used by that company solely for its administration and the management, repair and maintenance of the common parts of that property;"

"qualifying members' club" means a club or association:

- (a) which is constituted as a company limited by guarantee and not having a share capital;
- (b) which is established to encourage the educational, recreational, social, sporting or other non-commercial interests of its members;
- (c) membership of which is based primarily upon payment of an annual subscription;
- (d) such that any surplus receipts of income over expenditure arising in any accounting period must be used exclusively for the continuance or improvement of the club or association and the service it provides to its members; and
- (e) where the majority of the activities of the club or association are based in the Isle of Man.

Company Number

125256C

Form AR

SUMMARY OF SHARE CAPITAL AND SHARES

Nominal Share capital:	Divided into:	Share type:	Value per share:
£2,000	2000	Ord	£ 1.00 each
			£ each
			£ each
			£ each
			£ each

Number of shares of each class taken up to the date of this return:

20

Number of shares of each class issued subject to payment wholly in cash:

20

Number of shares of each class issued as fully paid up otherwise than cash:

Number of shares issued as partly paid up to the extent of ____ per share otherwise than in cash:

Number of shares (if any) of each class issued at a discount:

Amount of discount on the issue of shares which has not been written off at the date of this return:

£

There has been called up on each of

20

Shares

£1

There has been called up on each of

Shares

£

There has been called up on each of

Shares

£

There has been called up on each of

Shares

£

Total amount of calls received including payments on application and allotment:

20.00

Total amount (if any) agreed to be considered as paid on shares of each class issued as fully paid up for a consideration other than cash:

Total amount (if any) agreed to be considered as paid on ____ shares which have been issued as partly paid up to the extent of ____ per share otherwise than cash:

£

Total amount of calls unpaid:

£

Total amount of sums (if any) allowed by way of discount in respect of any shares or debentures or allowed by way of commission in respect of any shares or debentures or allowed by way of discount in respect of any debentures since the date of the last return:

Total number of shares of each class forfeited:

Total amount paid (if any) on shares forfeited:

Total amount of shares for which share warrants to bearer are outstanding:

Total amount of share warrants to bearer (a) issued and (b) surrendered respectively since the date of the last return:

A:

B:

Number of shares comprised in each share warrant to bearer specifying in the case of warrants of different kinds, particulars of each kind:

Company Number

125256C

Form AR

Declaration regarding preparation of accounting statements and maintenance of accounting records

Please complete Parts 1 and 2

1. The Company:

(a) has caused its financial statements to be properly prepared in accordance with the applicable Companies Acts for the financial period ended 30 September 2011¹; ²

or

(b) ~~was incorporated on 14 October 2010; ¹ and is not yet required by the applicable Companies Acts to prepare its first set of financial statements; ²~~

or

(c) ~~has not yet prepared financial statements in accordance with the applicable Companies Acts; ²~~

2. The company [has] ² / [~~has not~~] ² kept accounting records since [the date referred to in (a) above] ² / [~~the date of its incorporation~~] ², which are sufficient both to show and explain the company's transactions and to disclose within a reasonable time and with reasonable accuracy the company's financial position at any time.

(Signature)



(Print Full Name) Richard Anthony Barker

(State whether Director or Secretary) Director _____

¹ Please insert the relevant date

² Please delete this if it does not apply to the company.

