

M13 000667226

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

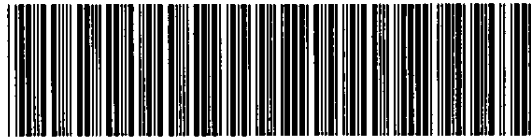
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED  
JUL 15 9 AM '14  
STATE  
FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** NB Florida Lacrosse LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Amy Saulen

Name of Person

Major League Lacrosse

Firm/Company

20 Guest St., Ste. 125

Address

Boston, MA 02135

City/State and Zip Code

amy.saulen@majorleaguelacrosse.com

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

For further information concerning this matter, please call:

Amy Saulen

Name of Person

at ( 617 ) 787-6631

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

**Enclosed is a check for the following amount:**

- \$25 Filing Fee       \$30 Filing Fee & Certificate of Status       \$55 Filing Fee & Certified Copy       \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN FLORIDA**

**SECTION I (1-3 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of State: NB Florida Lacrosse, LLC

2. Jurisdiction of its organization: Massachusetts

3. Date authorized to do business in Florida: 11/14/2013

**SECTION II (4-7 complete only the applicable changes)**

4. New name of the limited liability company: \_\_\_\_\_  
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

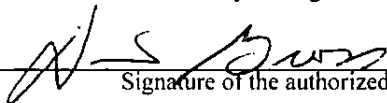
\_\_\_\_\_  
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

5. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
\_\_\_\_\_

6. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change: \_\_\_\_\_

David Gross and Kevin Doyle should be added as managers. Alan Rosen should be removed as a manager.

7. Attached is an original certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

  
\_\_\_\_\_  
Signature of the authorized representative

**David Gross**  
\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$25.00**

RECEIVED  
SECRETARY OF STATE  
FLORIDA  
NOV 15 9-15 AM '13

**FIRST AMENDMENT TO  
LIMITED LIABILITY COMPANY AGREEMENT  
OF  
NB FLORIDA LACROSSE, LLC**

This Amendment is executed as of January 1, 2014 for the purpose of amending the Limited Liability Company Agreement dated November 12, 2013 ("Agreement").

1. Section 5 of the Agreement is deleted and replaced with the following:

"5. Management. The Company shall be managed by David Gross and Kevin Doyle, each of who acting independently has the authority to exercise all of the powers and privileges granted by the Act or any other law."

2. Section 11 of the Agreement is deleted and replaced with the following:

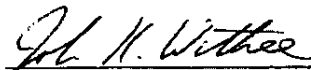
"11. Governing Law. This Agreement shall be governed by and construed in accordance with the domestic laws of the Commonwealth of Massachusetts. In the event of any conflict between any provision of this Agreement and any non-mandatory provision of the Act, the provision of this Agreement shall control."

3. The schedule attached to the Agreement is deleted and replaced by the schedule attached hereto.

4. In all other respects, the Agreement I ratified and confirmed.

IN WITNESS WHEREOF, the Member has caused this First Amendment to be duly executed as of the day and year first above written.

NEW BALANCE HOLDING, INC.

  
\_\_\_\_\_  
John K. Withee  
Vice President

**NB FLORIDA LACROSSE, LLC**

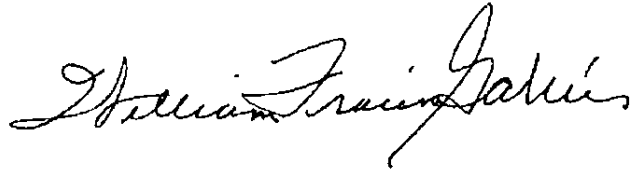
<b>Name and Address of Member</b>	<b>Contribution</b>	<b>Percent Interest</b>
New Balance Holding, Inc. 20 Guest Street Boston, MA 02135	\$,1000	100%

<b>Name and Address of Managers</b>
David Gross 20 Guest Street Boston, MA 02135
Kevin Doyle 20 Guest Street Boston, MA 02135

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

May 21, 2014 02:24 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$100.00

Secretary of the Commonwealth, Corporations Division  
 One Ashburton Place, 17th floor  
 Boston, MA 02108-1512  
 Telephone: (617) 727-9640

[Special Filing Instructions](#)

**Certificate of Amendment**

(General Laws, Chapter )

Federal Employer Identification Number: 001120659 (must be 9 digits)

The date of filing of the original certificate of organization: 11/12/2013

1.a. Exact name of the limited liability company: NB FLORIDA LACROSSE, LLC

1.b. The exact name of the limited liability company as amended, is: NB FLORIDA LACROSSE, LLC

**2a. Location of its principal office:**

No. and Street: 20 GUEST ST.  
 City or Town: BOSTON State: MA Zip: 02135 Country: USA

3. As amended, the general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

4. The latest date of dissolution, if specified:

**5. Name and address of the Resident Agent:**

Name: PAUL R. GAURON  
 No. and Street: 20 GUEST ST.  
 City or Town: BOSTON State: MA Zip: 02135 Country: USA

**6. The name and business address of each manager, if any:**

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	DAVID GROSS	20 GUEST ST. BOSTON, MA 02135 USA
MANAGER	KEVIN DOYLE	20 GUEST ST. BOSTON, MA 02135 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	DAVID GROSS	20 GUEST ST. BOSTON, MA 02135 USA
SOC SIGNATORY	KEVIN DOYLE	20 GUEST ST. BOSTON, MA 02135 USA

**8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:**

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	DAVID GROSS	20 GUEST ST. BOSTON, MA 02135 USA
REAL PROPERTY	KEVIN DOYLE	20 GUEST ST. BOSTON, MA 02135 USA

**9. Additional matters:**

**10. State the amendments to the certificate:**

PLEASE REMOVE ALAN ROSEN AS MANAGER, SOC SIGNATORY, AND REAL PROPERTY AND REPLACE HIM WITH DAVID GROSS AND KEVIN DOYLE AS MANAGER, SOC SIGNATORY AND REAL PROPERTY. BOTH DAVID AND KEVIN HAVE THE SAME ADDRESS OF 20 GUEST ST. BOSTON, MA 02135.

**11. The amendment certificate shall be effective when filed unless a later effective date is specified:**

**SIGNED UNDER THE PENALTIES OF PERJURY, this 21 Day of May, 2014,  
DAVID GROSS , Signature of Authorized Signatory.**