

M140000006FS

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

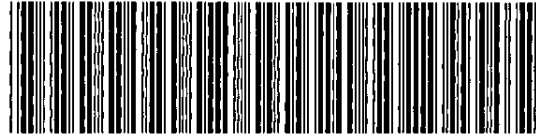
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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14 JAN 31 PM 2:16
DIVISION OF CORPORATIONS

RECEIVED
14 JAN 31 PM 10:00
STATE OF NEW YORK
FALLS CHURCH, VIRGINIA

J. Stevens FEB 03 2013

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: NICHOLAS FINANCIAL 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:

CHRISTY SNOW

Name of Person

CORPCO

Firm/Company

910 Foulk Road, Suite 201

Address

WILMINGTON, DE 19803

City/State and Zip Code

INFO@CORPCO.COM

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

For further information concerning this matter, please call:

CHRISTY SNOW

Name of Contact Person

at **302**

Area Code

652-4800

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 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. **NICHOLAS FINANCIAL 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. **DELAWARE**

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

3. **46-4636698**

(FEI number, if applicable)

4. **Upon Filing**

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. **10 East 40th Street, 44th Floor**

New York, NY 10016

(Street Address of Principal Office)

6. **10 East 40th Street, 44th Floor**

New York, NY 10016

(Mailing Address)


7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are

Watershed GP LLC

10 East 40th Street, 44th Floor

New York, NY 10016

8. 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)


Signature of an authorized person

(In accordance with section 605.0203, 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.)

Theodore V. Fowler for Watershed GP LLC

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

NICHOLAS FINANCIAL 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:

ARD, SHIRLEY & RUDOLPH, P.A.

(Name)

207 West Park Ave., Suite B

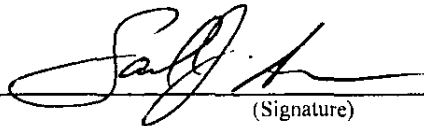
Florida Street Address (P.O. Box NOT ACCEPTABLE)

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 605, Florida Statutes.



(Signature)

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

FILED
TALLAHASSEE, FLORIDA
JAN 31 11:00 AM
2011



NICHOLAS

Nicholas Financial, Inc.
2454 McMullen Booth Road
Building C
Clearwater, FL 33759

January 30, 2014

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

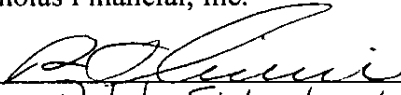
RE: Nicholas Financial LLC

Ladies and Gentlemen:

Nicholas Financial, Inc., a Florida corporation, does hereby consent to and authorize Nicholas Financial LLC, a Delaware limited liability company, to the use of the name Nicholas Financial LLC in the State of Florida and to register as a foreign limited liability company.

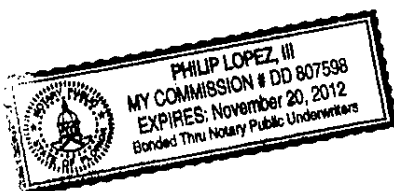
Sincerely,


Nicholas Financial, Inc.

By: 
Name: Ralph Finkenbrink
Title: SUP CFO

STATE OF FLORIDA }
COUNTY OF PINELLAS }

Before me, a Notary Public in and for said County and State, personally appeared the above-named Ralph Finkenbrink who acknowledge this instrument this 30th day of January, 2014.




Notary Public

My commission expires: 11/20/12

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NICHOLAS FINANCIAL 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 THIRTIETH DAY OF JANUARY, A.D. 2014.


RECEIVED
JAN 31 11:00 AM
2014

5447235 8300

140111948

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1099011

DATE: 01-30-14