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B. BOSTICK

MAR 2 1 2014

EXAMINER

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: IVA GmbH International Value Association, 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:

Jeffrey Galvan, Esq
Name of Person

Galvan Messick, LLP
Firm/Company

1900 NW Corporate Blvd, Suite 101 West
Address

Boca Raton, Florida 33431
City/State and Zip Code

jgalvan@galvanmessick.com
E-mail address: *(to be used for future annual report notification)*

For further information concerning this matter, please call:

Jeffrey Galvan, Esq. at (561) 994-5956
Name of Contact 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 & 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 TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. IVA GmbH International Value Association, 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. Germany
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 98-0412919
(FEI number, if applicable)

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

5. Sleperstrasse 9, 59757 Arnsberg, Germany
(Street Address of Principal Office)

6. Sleperstrasse 9, 59757 Arnsberg, Germany
and 9 S. Gordon Road, Fort Lauderdale, FL 33301, USA
(Mailing Address)

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

Eva Kristin Kloppsteck, Manager, Sleperstrasse 9, 59757 Arnsberg Germany

Jan Patrick Kloppsteck, Manager, Sleperstrasse 9, 59757 Arnsberg Germany

Gerhard Kloppsteck, Manager (US) Sleperstrasse 9, 59757 Arnsberg Germany

Patricia Boutet, Manager (US) 9 South Gordon Road, Ft. Lauderdale, Florida 33301

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)

Patricia Boutet
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.)

PATRICIA BOUTET
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:

IVA GmbH International Value Association, 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:

Galvan Messick,LLP
(Name)

1900 NW Corporate Blvd, Suite 101 West
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Boca Raton FL 33431
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)**

Local Court of Arnsberg

HRB 1873

Official current printed copy
of 11 March 2014 09:13:52 am

This printed copy confirms the content of the commercial register.

This printed copy is ~~not~~ signed and serves as a valid certified copy of the original.

(signed)
Schulte
Judicial Secretary
as authenticating official of the court office

Seal: Local Court of Arnsberg

APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Country: Federal Republic of Germany

This public document

2. was signed by the judicial secretary Schulte in Arnsberg

3. acting in her capacity as authenticating official of the court office of the Local Court of Arnsberg

4. it bears the seal/stamp of the Local Court of Arnsberg

Certified

5. in Arnsberg 6. on 11-03-2014

7. by the President of the District Court

8. with reference no. 9101 E a- 99

9. Seal/stamp: (seal of the Local Court of Arnsberg) 10. Signature:

p.p. *(signed)*

Sachse

Commercial register B of the Local Court of Arnsberg (Amtsgericht Arnsberg)	Department B Reproduction of current contents of the register of 11-03-2014 09:13 am	Company number: **HRB 1873**
Printed copy	Page 1 of 2	

1. **Number of entries so far:**

   3

2. **a) Company:**

   IVA GmbH International Value Association

   b) Registered office, business address in Germany, authorized recipient, branches:

   Arnsberg
   Business address: Sleperstrasse 9, 59757 Arnsberg

   c) Corporate purpose:

   Purchase and management of real estates and participations.

3. **Capital stock or registered capital:**

   25,000.00 EUROS

4. **a) General regulation on representation:**

   If one general manager was appointed, he/she will solely represent the company. If several general managers were appointed, the company will be represented by two general managers or by one general manager together with an authorized signatory.

   b) Board, managing body, managing directors, personally liable general partner, general manager/s, authorized signatories and special power of representation:

   Authorized to represent the company in legal transactions with themselves or as a representative of a third party:
   General manager: Kloppsteck, Eva Kristin, Arnsberg, DOB 28 May 1980
   General manager: Kloppsteck, Jan Patrik, Arnsberg, DOB 17 May 1982

5. **Commercial power of representation:**

   Full commercial power of representation together with a general manager or another authorized signatory: Plümpe, Henriette, Ense, DOB 16 July 1964

6. **a) Legal form, commencement, statutes or articles of association:**

   Limited liability company (Gesellschaft mit beschränkter Haftung)

   Articles of association of 01 March 2000

   b) Other legal conditions:
   As entity taking over in accordance with the merger agreement of 03 August 2009 and the approval resolutions of the shareholders' meeting of 03 August 2009 and the shareholders' meeting of the assigning entity of 03 August 2009, the company merged with MEG Marketing-

und Entwicklungsgesellschaft with registered office in Arnsberg (Amtsgericht Arnsberg HRB 1875).
The shareholders' meeting of 03 August 2009 voted for a modification of the articles of association in § 1 (Company) and with it for the modification of the company.
On 18 August 2000, the company made a control and profit assumption agreement with VVG Vermögens- und Verwaltungsgesellschaft in Arnsberg (HRB 892 AG Arnsberg). The shareholders' meetings of both companies voted in favour of this agreement on 18 August 2000/21 August 2000. Profits and losses will go to VVG Vermögens- und Verwaltungsgesellschaft.

7. **a) Date of last entry:**

13 August 2009

I hereby certify to the best of my knowledge and belief that the foregoing is a true and faithful translation from the German into the English language *Birgid Verschaffel* *Diplom-Übersetzerin* *Rottlandweg 31* *D-59494 Soest*	*Sworn translator for the district of the Superior Regional Court of Hamm for English and French, reg. no.: 3162-E-1-2429.* *Birgid Verschaffel* *Soest, on 11 March 2014* B. Verschaffel

BIRGID VERSCHAFFEL • DIPLOM - ÜBERSETZERIN •
ermächtigte Übersetzerin für Englisch/Französisch im Bereich des Oberlandesgerichts Hamm

Amtsgericht Arnsberg

HRB 1873

Amtlicher aktueller Ausdruck vom 11. März 2014 09:13:52

Der Ausdruck bezeugt den Inhalt des Handelsregisters.

Dieser Ausdruck wird ~~nicht~~ unterschrieben und gilt als beglaubigte Abschrift.

Schulte
Schulte
Justizsekretärin
als Urkundsbeamtin
der Geschäftsstelle

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Land : Bundesrepublik Deutschland

Diese öffentliche Urkunde

2. ist unterschrieben von der Justizsekretärin

Schulte in Arnsberg

3. in ihrer Eigenschaft als Urkundsbeamtin der Geschäftsstelle

des Amtsgerichts Arnsberg

4. sie ist versehen mit dem Stempel des Amtsgerichts Arnsberg

Bestätigt

5. in Arnsberg 6. am 11.03.2014

7. durch den Präsidenten des Landgerichts

8. unter Nr. 9[illegible] 99

9. Siegel: 10. Unterschrift:

In Vertretung

Sachse

2014 [illegible] 30 [illegible] 37

Handelsregister B des Amtsgerichts Arnsberg	Abteilung B Wiedergabe des aktuellen Registerinhalts Abruf vom 11.03.2014 09:13	Nummer de **HR**
Amtlicher Ausdruck	Seite 1 von 2	

1. **Anzahl der bisherigen Eintragungen:**

   3

2. **a) Firma:**

   IVA GmbH International Value Association

   b) Sitz, Niederlassung, inländische Geschäftsanschrift, empfangsberechtigte Person, Zweigniederlassungen:

   Arnsberg
   Geschäftsanschrift: Sleperstraße 9, 59757 Arnsberg

   c) Gegenstand des Unternehmens:

   Der Erwerb und die Verwaltung von Grundstücken und Beteiligungen.

3. **Grund- oder Stammkapital:**

   25.000,00 EUR

4. **a) Allgemeine Vertretungsregelung:**

   Ist nur ein Geschäftsführer bestellt, so vertritt er die Gesellschaft allein. Sind mehrere Geschäftsführer bestellt, so wird die Gesellschaft durch zwei Geschäftsführer oder durch einen Geschäftsführer gemeinsam mit einem Prokuristen vertreten.

   b) Vorstand, Leitungsorgan, geschäftsführende Direktoren, persönlich haftender Gesellschafter, Geschäftsführer, Vertretungsberechtigte und besondere Vertretungsbefugnis:

   Mit der Befugnis im Namen der Gesellschaft mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte abzuschließen:
   Geschäftsführer: Kloppsteck, Eva Kristin, Arnsberg, *28.05.1980
   Geschäftsführer: Kloppsteck, Jan Patrik, Arnsberg, *17.05.1982

5. **Prokura:**

   Gesamtprokura gemeinsam mit einem Geschäftsführer oder einem anderen Prokuristen:
   Plümpe, Henriette, Ense, *16.07.1964

6. **a) Rechtsform, Beginn, Satzung oder Gesellschaftsvertrag:**

   Gesellschaft mit beschränkter Haftung
   Gesellschaftsvertrag vom 01.03.2000

   b) Sonstige Rechtsverhältnisse:

   Die Gesellschaft ist als übernehmender Rechtsträger nach Maßgabe des Verschmelzungsvertrages vom 03.08.2009 sowie der Zustimmungsbeschlüsse ihrer Gesellschafterversammlung vom 03.08.2009 und der

Gesellschafterversammlung des übertragenden Rechtsträgers vom 03.08.2009 mit der MEG Marketing- und Entwicklungsgesellschaft mit Sitz in Arnsberg (Amtsgericht Arnsberg HRB 1875) verschmolzen.
Die Gesellschafterversammlung vom 03.08.2009 *hat eine Änderung des Gesellschaftsvertrages* in § 1 (Firma) und mit ihr die Änderung der Firma beschlossen.
Die Gesellschaft hat am 18.08.2000 mit der VVG Vermögens- und Verwaltungsgesellschaft in Arnsberg (HRB 892 AG Arnsberg) einen Beherrschungs- und Gewinnabführungsvertrag abgeschlossen. Die Gesellschafterversammlungen beider Gesellschaften haben am 18.08.2000 bzw. 21.08.2000 zugestimmt. Gewinn und Verlust gehen an die VVG Vermögens- und Verwaltungsgesellschaft

7. **a) Tag der letzten Eintragung:**

13.08.2009