

M14000003278

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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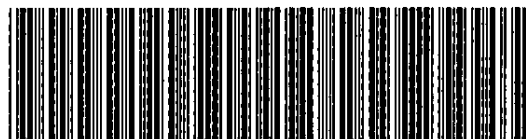
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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400257519304

03/12/14--01015--012 **125.00

400257519304
05/15/14--01004--003 **638.75

FILED
14 MAY 12 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1011-164257~~

MAY 14 2014

T. BROWN

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Digital Cinema Distribution Coalition 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:

John Nohelty, CFO

Name of Person

Digital Cinema Distribution Coalition LLC

Firm/Company

1840 Century Park East, Suite 440

Address

Los Angeles, CA 90067

City/State and Zip Code

johnnohelty@dcdcnetwork.com

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

For further information concerning this matter, please call:

John Nohelty, CFO

Name of Person

at (310)

Area Code

651-2603

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



www.SingerLewak.com

Orange County
Los Angeles
Woodland Hills
Monterey Park
Silicon Valley
San Francisco

March 27, 2014

Via USPS Certified Mail

Florida Division of Corporations
PO BOX 6327
Tallahassee, Florida 32314



Re: Digital Cinema Distribution Coalition LLC
Address: 1840 Century Park East, Suite 440, Los Angeles, CA 90024
FEIN: 20-8989179
FL Corp. No.:

Subject: Abatement of Penalty Request

Dear Sir or Madam:

We are writing this letter on behalf of our client, Digital Cinema Distribution Coalition LLC (hereinafter referred to as "DCDC," or the "Company"), who filed Florida Form *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida* on March 3, 2014. DCDC is a new entity filing in multiple jurisdictions. We would like to respectfully request the abatement of penalty fees assessed against the Company as a result of a late filing pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7) in the amount of \$638.75.

Facts

DCDC is a Limited Liability Company ("LLC"), organized under the laws of the State of Delaware on 2/1/2013. The Company was formed as a joint venture, the members of which include some of the country's largest theater chains, as well as, major production studios, to transmit movies digitally utilizing their own equipment located at each movie theater.

The Company engaged SingerLewak LLP to assist with its multi-state tax compliance, and other applicable filing requirements in the multiple jurisdictions where the Company may be engaged in business. In 2013, DCDC opened approximately 1300 locations across the United States.

As per our review of DCDC's activities within the state of Florida, it was determined that the Company's activities rose to a level requiring a filing requirement with the Secretary of State's office for authority to transact business in the state.

Issue and Discussion

Based on our review, the Company began transacting business in the State of Florida on or about October 1, 2013. Prior to the diagnostic study conducted by SingerLewak LLP, DCDC did not believe that its activities were of the scope or degree that it had created such a filing requirement. As a result, DCDC in no way knowingly or intentionally failed to file Florida Form *Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida* with the state, within the prescribed time period.

The Company was informed of its filing requirements with the state of Florida, and proceeded to bring itself into compliance with its laws. *The state registration was filed on March 3, 2014. As such, DCDC respectfully requests that the State of Florida Secretary of State's Office accept the request of abatement of penalties assessed against the Company as a result of a late filing in the amount of \$638.75.*

If you have any questions, please feel free to contact me directly at 949.261.8600, extension 2128. Thank you, in advance, for your time and consideration.

Best regards,



Marisol Casey
Tax Manager
State and Local Tax Services

Enclosure(s)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 13, 2014

JOHN NOHELTY, CFO
DIGITAL CINEMA DISTRIBUTION COALITION LL
1840 CENTURY PARK EAST STE 440
LOS ANGELES, CA 90067

SUBJECT: DIGITAL CINEMA DISTRIBUTION COALITION LLC
Ref. Number: W14000016427

We have received your document for DIGITAL CINEMA DISTRIBUTION COALITION LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$638.75.

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.

Teresa Brown
Regulatory Specialist II

Letter Number: 414A00005559



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 10, 2014

JOHN NOHELTY, CFO
DIGITAL CINEMA DISTRIBUTION COALITION LL
1840 CENTURY PARK EAST STE 440
LOS ANGELES, CA 90067

SUBJECT: DIGITAL CINEMA DISTRIBUTION COALITION LLC
Ref. Number: W14000016427

We have received your document for DIGITAL CINEMA DISTRIBUTION COALITION LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There are no provisions in the Florida Statutes to abate the late fee.

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$There are no provisions in the Florida Statutes to abate the late fee ~~1638.75~~.

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.

Teresa Brown
Regulatory Specialist II

Letter Number: 114A00007724

**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. Digital Cinema Distribution Coalition 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. 20-8989179

(FEI number, if applicable)

4. 10/01/2013

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

5. 1840 Century Park East, Suite 440

Los Angeles, CA 90067

(Street Address of Principal Office)

6. 1840 Century Park East, Suite 440

Los Angeles, CA 90067

(Mailing Address)

FILED
14 MAY 12 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

Randolph Blotky (CEO)-1840 Century Park East, Suite 440, Los Angeles, CA 90067

John Nohelty (CFO)-1840 Century Park East, Suite 440, Los Angeles, CA 90067

Charles Marburg (VP Operations)-1840 Century Park East, Suite 440, Los Angeles, CA 90067

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.)

John Nohelty, CFO

Typed or printed name of signee

7. ADDITIONAL SPACE NEEDED FOR MANAGER(S) INFORMATION:

| Name | Title | Business Address |
|-----------------|----------------------|--|
| Peter Brandow | Secretary | 1840 Century Park East, Suite 440, Los Angeles, CA 90067 |
| Dan Weinberger | Assistant Secretary | 1840 Century Park East, Suite 440, Los Angeles, CA 90067 |
| Elizabeth Mason | Vice President Taxes | 1840 Century Park East, Suite 440, Los Angeles, CA 90067 |

**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:

Digital Cinema Distribution Coalition 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:

Corporation Service Company

(Name)

1201 Hays Street

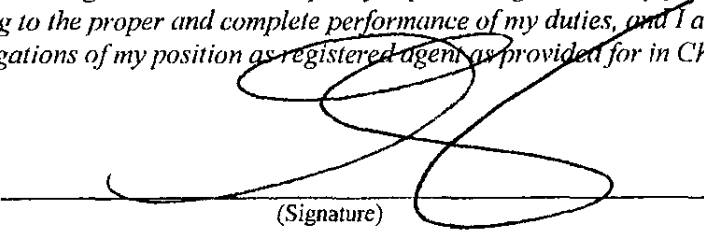
Florida Street Address (P.O. Box NOT ACCEPTABLE)

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)

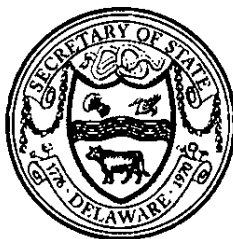
| | |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application |
| \$ 25.00 | Designation of Registered Agent |
| \$ 30.00 | Certified Copy (optional) |
| \$ 5.00 | Certificate of Status (optional) |

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DIGITAL CINEMA DISTRIBUTION COALITION 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 THIRD DAY OF FEBRUARY, A.D. 2014.



4345973 8300

140099755

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1106071

DATE: 02-03-14