

M14000003484

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

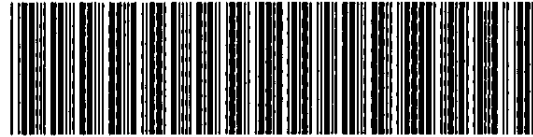
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/23/13--01025--014 **150.00

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2014 MAY 21 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 22 2013

T. HAMPTON

6140L-3484

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Patriot Rail Company 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:

Kristine Walsh

Name of Person

Patriot Rail Company LLC

Firm/Company

10060 Skinner Lake Drive

Address

Jacksonville FL 32246

City/State and Zip Code

kristine.walsh@patriotrail.com

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

For further information concerning this matter, please call:

Kristine Walsh

Name of Person

561

at ()

601-3092

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 4, 2014

KRISTINE WALSH
10060 SKINNER LAKE DR
JACKSONVILLE, FL 32246

SUBJECT: PATRIOT RAIL COMPANY LLC
Ref. Number: W13000070417

We have received your document for PATRIOT RAIL COMPANY LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filings its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

Sections 607.1113, 605.0203, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by an authorized representative. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Tammy Hampton
Regulatory Specialist III

Letter Number: 314A00004665



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 30, 2013

KRISTINE WALSH
10060 SKINNER LAKE DR
JACKSONVILLE, FL 32246

SUBJECT: PATRIOT RAIL COMPANY LLC
Ref. Number: W13000070417

We have received your document for PATRIOT RAIL COMPANY LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

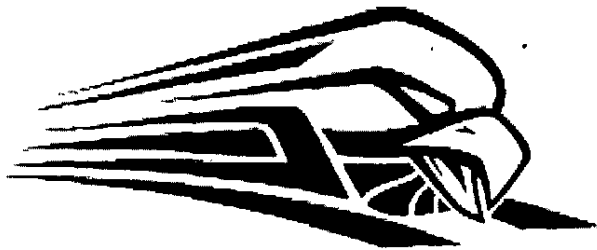
If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Tammy Hampton
Regulatory Specialist III

Letter Number: 813A00029306



PATRIOT RAIL COMPANIES

Investing in America

March 25, 2014

Tammy Hampton
Regulatory Specialist III
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Ms. Hampton,

This letter is in response to your letter dated March 4, 2014, enclosed for reference, we have attached two additional forms 1.) The Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida" and 2.) The Application to Register a Foreign Limited Liability Company to Transact Business in Florida.

We have also enclosed a check for the remaining balance of \$10 to complete the process of these two forms.

Thank you for your time and consideration on this matter. Please do not hesitate to call me at (561) 601-3092 if you have any questions or if I may provide any further information regarding this matter.

Yours truly,

Kristine Walsh
Tax Manager

Enclosures

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION ⁶⁰⁵~~608.502~~, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Patriot Rail Company 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. 20-5657782

(FEI number, if applicable)

4. May 1, 2013

(Date of Organization)

5. Perpetual

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

6.

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

7. 10060 Skinner Lake Drive

Jacksonville, FL 32246

(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

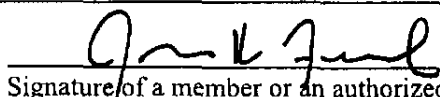
9. The name and usual business addresses of the managing members or managers are as follows:

PRC Midco LLC - mgr

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.)

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

Management/Corporate Office


Signature of a member or an authorized representative of a member.

(In accordance with section ⁶⁰⁵~~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.)

Jason Franci

Typed or printed name of signee

FILED
2014 MAY 21 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION ~~608.415~~ ⁶⁰⁵ OF ~~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:

Patriot Rail Company 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

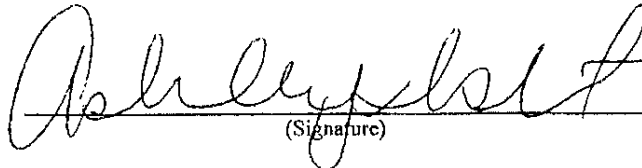
FL

32301

City/State/Zip

2014 MAY 21 PM 3:39
FILED
SECRETARY OF STATE
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~~ ⁶⁰⁵, Florida Statutes.


(Signature)

Ashley Isbert
Assistant Vice President

\$ 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 "PATRIOT RAIL COMPANY 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 MAY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PATRIOT RAIL COMPANY LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4210523 8300

130526975

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0407058

DATE: 05-03-13