

Division of Corporations

Page 1 of 2

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000152892 3)))



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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : FLAGLER DEVELOPMENT GROUP, LLC
Account Number : I20020000144
Phone : (305) 520-2344
Fax Number : (305) 520-2400

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**Foreign Limited Liability Company
PBC Investments and Acquisitions LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

RECEIVED

14 JUN 25 PM 4: 41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W14-39833, LOS

B. BOSTICK

JUN 27 2014
Help
EXAMINER

Electronic Filing Menu Corporate Filing Menu

H14000152892 3

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: **PBC Investments and Acquisitions 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:

Kolleen O.P. Cobb

Name of Person

Firm/Company

2855 Le Jeune Rd., 4th Floor

Address

Coral Gables, FL 33134

City/State and Zip Code

kolleen.cobb@feci.com

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

For further information concerning this matter, please call:

Jessica Alvarez

Name of Contact Person

at **305** **520-2366**

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

2014 JUL 26 A 6 10

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**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. PBC Investments and Acquisitions 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.

(FEI number, if applicable)

4.

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

5. 2855 Le Jeune Rd., 4th Floor**Coral Gables, FL 33134**

(Street Address of Principal Office)

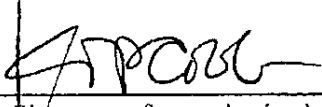
6. 2855 Le Jeune Rd., 4th Floor**Coral Gables, FL 33134**

(Mailing Address)

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

Vincent Signorello (P); Michael Reiningger (VP); Kolleen Cobb (VP, S)**Rafael Rodon (VP, AS); and Juan Godoy (VP, T)****MBR- AAF WPB TOD Holdings LLC**

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.)

Kolleen O.P. Cobb, Vice President

Typed or printed name of signee

H14000152892 3

**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:

PBC Investments and Acquisitions 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:

Kolleen O.P. Cobb

(Name)

2855 Le Jeune Rd., 4th Floor

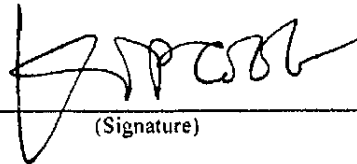
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Coral Gables

FL 33134

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 THAT "PBC INVESTMENTS AND ACQUISITIONS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE THIRD DAY OF DECEMBER,
A.D. 2012, AT 8:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "PBC INVESTMENTS AND ACQUISITIONS LLC".

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

9.6 93.11.192

5251669 8310

140789919



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

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1420817

DATE: 06-03-14

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "PBC INVESTMENTS AND ACQUISITIONS LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRD DAY OF DECEMBER, A.D. 2012, AT 8:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "PBC INVESTMENTS AND ACQUISITIONS LLC".

2011 MAY 26 A 8:03

11:57:00

5251669 8100H

140789919



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1420818

DATE: 06-03-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:47 PM 12/03/2012
FILED 08:02 PM 12/03/2012
SRV 121289363 - 5251669 FILE

CERTIFICATE OF FORMATION

OF

PBC INVESTMENTS AND ACQUISITIONS LLC

This Certificate of Formation of PBC INVESTMENTS AND ACQUISITIONS LLC (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act:

1. Name. The name of the Company is PBC INVESTMENTS AND ACQUISITIONS LLC.

2. Registered Office and Agent. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808. The name of its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on this 3rd day of December, 2012.

By: /s/ Michele Beauvais-Wagoner

Name: Michele Beauvais-Wagoner

Its: Authorized Representative

2012 DEC 3 10:00 AM

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June 26, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLAGLER DEVELOPMENT GROUP, LLC
2855 LE JEUNE ROAD
4TH FLOOR
CORAL GABLES, FL 33134

SUBJECT: PBC INVESTMENTS AND ACQUISITIONS LLC
REF: W14000039833

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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.

Barbara Bostick
Regulatory Specialist II

FAX Aud. #: H14000152892
Letter Number: 214A00013881

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14 JUN 26 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

REC'D JUN 26 A 9:17

FILED