

MI4 000007044

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

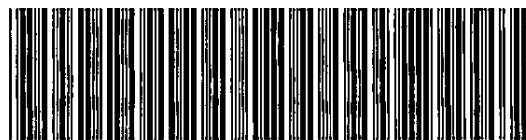
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200263343322

09/26/14--01004--016 **125.00

FILED
2014 SEP 26 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 30 2014

T CLINE

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Leisure Leagues Franchise 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:

Andrew Taylor

Name of Person

Leisure Leagues Franchise Ltd

Firm/Company

PO Box 4713 Warwick

Address

CV31 9FS, United Kingdom

City/State and Zip Code

ian@leisureleagues.co.uk

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

For further information concerning this matter, please call:

Ian Burns

Name of Contact Person

at **407** **301 0386**

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2014 SEP 26 AM 11:21

FILED

**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. Leisure Leagues Franchise LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Leisure Leagues 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. England and Wales 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (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. Pheasant Lakes, Birmingham Road,
Wroxall, CU35 7NN, United Kingdom
(Street Address of Principal Office)

6. PO Box 4713, Warwick,
CV31 9FS, United Kingdom
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Andrew Taylor, Director,
PO Box 4713, Warwick,
CV31 9FS, United Kingdom

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.)

Mr A J Taylor

Typed or printed name of signee

FILED
2014 SEP 26 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

Leisure Leagues Franchise LLC

If unavailable, the alternate to be used in the state of Florida is:

Leisure Leagues LLC

2. The name and the Florida street address of the registered agent and office are:

Ian R Burns

(Name)

1110 Jennie Ridge Trail

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

Kissimmee

FL 34747

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)

2014 SEP 26 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FL (CR10)

FILED



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM AND
ARTICLES OF ASSOCIATION**

LEISURE LEAGUES FRANCHISE LIMITED

Company No. 7185682

Incorporated 11 March 2010



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 7185682

The Registrar of Companies for England and Wales hereby certifies that:

LEISURE LEAGUES FRANCHISE LIMITED

**is this day incorporated under the Companies Act 2006 as a private
company limited by shares and the situation of the registered office is
in England and Wales.**

Given at Companies House, on the 11th March 2010



Companies House

— for the record —

**The above information was communicated by electronic means and authenticated by the
Registrar of Companies under section 1115 of the Companies Act 2006**

COMPANIES ACT 2006 - PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

LEISURE LEAGUES FRANCHISE LIMITED

Incorporated in ENGLAND & WALES

on

11/03/2010

Registration number:

07185682

COMPANIES ACT 2006 - PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

For the company LEISURE LEAGUES FRANCHISE LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

NAME AND ADDRESS

WHITE PEARL ASSOCIATES LIMITED
PO BOX 4713, BIRMINGHAM ROAD, WARWICK, WARWICKSHIRE, UNITED KINGDOM, CV31
9FS

COMPANIES ACT 2006 - PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

LEISURE LEAGUES FRANCHISE LIMITED

Incorporated in ENGLAND & WALES

on

11/03/2010

Registration number:

07185682

COMPANIES ACT 2006 - PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

LEISURE LEAGUES FRANCHISE LIMITED

SCHEDULE 1

MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED BY SHARES

INDEX TO THE ARTICLES

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority
4. Shareholders' reserve power
5. Directors may delegate
6. Committees

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively
8. Unanimous decisions
9. Calling a directors' meeting
10. Participation in directors' meetings
11. Quorum for directors' meetings
12. Chairing of directors' meetings
13. Casting vote
14. Conflicts of interest
15. Records of decisions to be kept
16. Directors' discretion to make further rules

APPOINTMENT OF DIRECTORS

17. Methods of appointing directors
18. Termination of director's appointment
19. Directors' remuneration
20. Directors' expenses

PART 3

SHARES AND DISTRIBUTIONS **SHARES**

21. All shares to be fully paid up
22. Powers to issue different classes of share
23. Company not bound by less than absolute interests
24. Share certificates
25. Replacement share certificates
26. Share transfers
27. Transmission of shares
28. Exercise of transmitters' rights
29. Transmitters bound by prior notices

DIVIDENDS AND OTHER DISTRIBUTIONS

30. Procedure for declaring dividends
31. Payment of dividends and other distributions
32. No interest on distributions
33. Unclaimed distributions
34. Non-cash distributions
35. Waiver of distributions

CAPITALISATION OF PROFITS

36. Authority to capitalise and appropriation of capitalised sums

PART 4
DECISION-MAKING BY SHAREHOLDERS
ORGANISATION OF GENERAL MEETINGS

- 37. Attendance and speaking at general meetings
- 38. Quorum for general meetings
- 39. Chairing general meetings
- 40. Attendance and speaking by directors and non-shareholders
- 41. Adjournment

VOTING AT GENERAL MEETINGS

- 42. Voting: general
- 43. Errors and disputes
- 44. Poll votes
- 45. Content of proxy notices
- 46. Delivery of proxy notices
- 47. Amendments to resolutions

PART 5
ADMINISTRATIVE ARRANGEMENTS

- 48. Means of communication to be used
- 49. Company seals
- 50. No right to inspect accounts and other records
- 51. Provision for employees on cessation of business

DIRECTORS' INDEMNITY AND INSURANCE

- 52. Indemnity
- 53. Insurance