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2015 FEB 11 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

N. Guilcan FEB 18 2015

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sun Orchard Purchaser, LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher Sand

Name of Person

c/o Centre Partners Management LLC

Firm/Company

825 Third Avenue, 40th Floor

Address

New York, NY 10022

City/State and Zip Code

csand@centreparkers.com

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

For further information concerning this matter, please call:

Christopher Sand at ( 212 ) 332-5867  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

- ☐ \$25 Filing Fee    ☐ \$30 Filing Fee & Certificate of Status    ☒ \$55 Filing Fee & Certified Copy    ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN FLORIDA**

**SECTION I (1-3 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of State: Sun Orchard Purchaser, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: December 22, 2014

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TALLAHASSEE, FLORIDA

**SECTION II (4-7 complete only the applicable changes)**

4. New name of the limited liability company: Sun Orchard, LLC  
(must contain "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 contain "Limited Liability Company," "L.L.C." or "LLC.")

5. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

6. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change: Christopher Sand will no longer be Secretary and Treasurer and Michael Schnabel will no longer be President.

The new officers are Jean-Marc Rotsaert as Executive Chairman, Marc Isaacs as President and Chief Executive Officer and Jeff Anthony as Chief Financial Officer.

7. Attached is an original certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

  
\_\_\_\_\_  
Signature of the authorized representative

Jeff Anthony

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$25.00**

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SUN ORCHARD PURCHASER, LLC", CHANGING ITS NAME FROM "SUN ORCHARD PURCHASER, LLC" TO "SUN ORCHARD, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2014, AT 8 O'CLOCK A.M.

5646613 8100

141589714



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1991435

DATE: 12-29-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:49 AM 12/29/2014  
FILED 08:00 AM 12/29/2014  
SRV 141589714 - 5646613 FILE

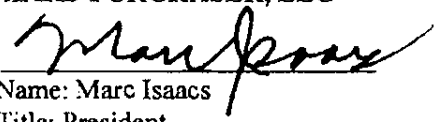
CERTIFICATE OF AMENDMENT  
OF THE  
CERTIFICATE OF FORMATION  
OF  
SUN ORCHARD PURCHASER, LLC

December 26, 2014

1. The name of the limited liability company is Sun Orchard Purchaser, LLC.
2. The Certificate of Formation of the limited liability company hereby is amended by deleting Item FIRST thereof in its entirety and inserting in lieu thereof the following:  
  
FIRST: The name of the limited liability company (hereinafter called the "Limited Liability Company") is: Sun Orchard, LLC
3. This Certificate of Amendment shall be effective upon its effective filing with the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of the Certificate of Formation of SUN ORCHARD PURCHASER, LLC as of the 26 day of December, 2014.

SUN ORCHARD PURCHASER, LLC

By:   
Name: Marc Isaacs  
Title: President