

M15000001206

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RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE REGISTRATION  
15 FEB 13 PM 4:32  
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TO ACKNOWLEDGE  
SUFFICIENCY OF FILING  
CLERK OF STATE  
TALLAHASSEE FLORIDA  
FILED

FEB 16 2015

BRUCI

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 502920 7546912

AUTHORIZATION :

COST LIMIT : \$125.00

ORDER DATE : February 13, 2015

ORDER TIME : 3:54 PM

ORDER NO. : 502920-005

CUSTOMER NO: 7546912

FOREIGN FILINGS

NAME: PRCM ADVISERS LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: \_\_\_\_\_

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2015 FEB 13 PM 2:12  
CLERK OF STATE  
TALLAHASSEE FL 06002

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: PRCM Advisers 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:

Karen Urman

Name of Person

Pine River Capital Management L.P.

Firm/Company

601 Carlson Parkway, Suite 330

Address

Minnetonka, MN 55305

City/State and Zip Code

legalsupport@prcm.com

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

For further information concerning this matter, please call:

Karen Urman

Name of Person

at ( 612 )

Area Code

238.3343

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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

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. PRCM Advisers 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. DE 3. 46-4400030  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

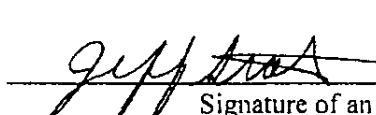
4. 1/1/2015  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 8625 Tamiami Trail North, Suite 202  
Naples, FL 34108  
(Street Address of Principal Office)

6. 601 Carlson Parkway, Suite 330  
Minnetonka, MN 55305  
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  
Jeff Stolt - Chief Financial Officer - 601 Carlson Parkway, Suite 330, Minnetonka, MN 55305  
Thomas Siering - President - 601 Carlson Parkway, Suite 330, Minnetonka, MN 55305  
Tim O'Brien - Vice President and General Counsel - 601 Carlson Parkway, Suite 330, Minnetonka, MN 55305

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.)

 Jeff Stolt  
Chief Financial Officer  
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.)

Jeff Stolt

Typed or printed name of signee

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2015 FEB 13 PM 2:12  
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:

PRCM Advisers 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

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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 605, Florida Statutes.*

Corporation Service Company

By: \_\_\_\_\_

(Signature)

**Courtney Williams**  
**Asst. 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

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRCM ADVISERS 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 THIRTEENTH DAY OF FEBRUARY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRCM ADVISERS LLC" WAS FORMED ON THE FIFTH DAY OF JUNE, A.D. 2009.

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

4695673 8300

150197880



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2121541

DATE: 02-13-15