

ME000006017

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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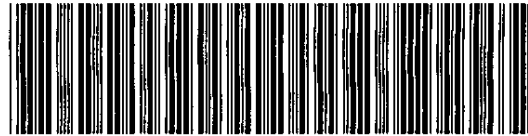
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL 30 2015

S. YOUNG

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** AMG Holdings, 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:

Carroll R. Quinn  
Name of Person

AMG Holdings, LLC  
Firm/Company

114 South Main Street, Suite 100  
Address

Greensburg PA 15601  
City/State and Zip Code

Carroll@distinctadvertising.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carroll R. Quinn at ( 724 ) 834-3232  
Name of Contact Person 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

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TALLAHASSEE, FLORIDA

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. AMG Holdings, LLC - Distinct Advertising  
(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. State of Pennsylvania 3. 27-3157609  
(Jurisdiction under the law of which foreign limited liability company is organized) (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. 7001 GULF SHORE BLVD NORTH  
NAPLES, FL 34103  
(Street Address of Principal Office)

6. % CARROLL QUINN

(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name:

CARROLL R. QUINN

Office Address:

4001 GULF SHORE BLVD.

NAPLES

(City)

, Florida

34103

(Zip code)

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TALLAHASSEE, FLORIDA

## Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CARROLL R. QUINN  
(Registered agent's signature)

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

Partner - Carroll R. Quinn 114 S. Main Street Greensburg PA 15601

Partner - Lori A. Quinn 114 S. Main Street Greensburg PA 15601

Partner - Chad E. Gutermuth 114 S. Main Street Greensburg PA 15601

9. Attached is a 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. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

CARROLL R. QUINN  
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

CARROLL R. QUINN  
Typed or printed name of signee

**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE**

**JULY 24, 2015**

**TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:**

**I DO HEREBY CERTIFY THAT,**

**AMG Holdings LLC**

**is duly organized as a Pennsylvania Limited Liability Company under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.**

**I DO FURTHER CERTIFY THAT, This Subsistence Certificate shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.**

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TALLAHASSEE, FLORIDA



**IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.**

*Pedro A. Contes*

**Secretary of the Commonwealth**

**CERTIFICATE OF ORGANIZATION  
OF  
AMG HOLDINGS LLC**

1. The name of the limited liability company (the "Company") is AMG Holdings LLC.
2. The address of the registered office of the Company in Pennsylvania is as follows:  
  
114 S. Main Street, Suite 100  
Greensburg, Pennsylvania 15601  
Westmoreland County
3. The Company shall have perpetual existence.
4. The interest of a member in the Company may be evidenced by a certificate of membership interest. The procedures for assignment or transfer of a certificate of membership interest shall be as set forth in the operating agreement of the Company. The rights and obligations of the holders of membership interests represented by certificates and the rights and obligations of holders of uncertificated membership interests of the same type, or class and series, shall be identical.
5. Management of the Company shall be vested in one or more managers. The number of managers, the manner in which they are selected, and the manner in which they may authorize and take action shall be as prescribed in or by the operating agreement. Except as otherwise provided by resolution adopted by the managers or in the operating agreement, the managers may act only collectively as a board and by resolution duly adopted. Individual managers shall have only such authority and perform such duties as the board of managers may, from time to time, delegate to them.
6. This certificate of organization and the operating agreement of the Company may be amended in the manner prescribed at the time by statute, and all rights conferred upon members in this certificate of organization or the operating agreement of the Company are granted subject to this reservation.
7. The name and address of the organizer are as follows:

George Riley Thomas II  
Metz Lewis LLC  
11 Stanwix Street, 18<sup>th</sup> Floor  
Pittsburgh, Pennsylvania 15222

Commonwealth of Pennsylvania  
CERTIFICATE OF ORGANIZATION 2 Page(s)



T1021567006

IN WITNESS WHEREOF, the undersigned, intending to be legally bound, has executed this certificate of organization on August 2, 2010.

ORGANIZER:

George Riley Thomas II

IRS DEPARTMENT OF THE TREASURY  
INTERNAL REVENUE SERVICE  
CINCINNATI OH 45999-0023

001029.735754.0005.001 1 MB 0.382 996



AMG HOLDINGS LLC  
CARROLL R QUINN MBR  
114 S MAIN ST STE 100  
GREENSBURG PA 15601

Date of this notice: 08-05-2010

Employer Identification Number:  
27-3157609

Form: SS-4

Number of this notice: CP 575 A

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 27-3157609. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 941	10/31/2010
Form 1065	04/15/2011
Form 940	01/31/2011

If you have questions about the form(s) or the due dates(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, Accounting Periods and Methods.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, Entity Classification Election. See Form 8832 and its instructions for additional information.

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