

**MB00001546**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

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

Email Address: \_\_\_\_\_

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2016 FEB 16 AM 11:05  
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TALLAHASSEE, FLORIDA

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
SANDPOINTE US LONG/SHORT EQUITIES FUND, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$25.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 17 2016

**S. YOUNG**  
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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: SandPointe US Long/Short Equities Fund, 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:

Dennis R. Hammond

Name of Person

SandPointe, LLC

Firm/Company

777 S. Flagler Drive, Suite 1800

Address

West Palm Beach, FL 33401

City/State and Zip Code

drhammond@sandpointe.com

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

For further information concerning this matter, please call:

Dennis R. Hammond

Name of Person

at 561 , 501-1100

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

FILED  
16 FEB 16 AM 10:44  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

**SECTION I (1-4 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of

State: SandPointe US Long/Short Equities Fund, LLC

Enter new principal office address, if applicable: \_\_\_\_\_

(Principal office address  
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: \_\_\_\_\_

(Mailing address  
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M15000007546

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: September 22, 2015

**SECTION II (5-9 complete only the applicable changes)**

5. New name of the limited liability company: SandPointe Opportunities Fund, 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.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

Enter Florida Street Address

\_\_\_\_\_, Florida  
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

*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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

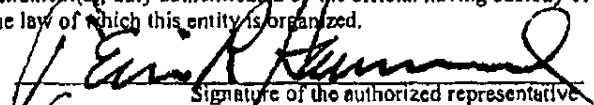
If Changing Registered Agent, Signature of New Registered Agent

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

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
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			<input type="checkbox"/> Remove

9. Attached is a 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

Dennis R. Hammond

Typed or printed name of signee

Filing Fee: \$25.00

FILED  
FEB 16 AM 10:44  
STATE OF OHIO  
CLERK OF COURT

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SANDPOINTE US LONG/SHORT EQUITIES FUND, LLC", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "SANDPOINTE OPPORTUNITIES FUND, LLC" ON THE TWELFTH DAY OF FEBRUARY, A.D. 2016, AT 4:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY 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.

FILED  
16 FEB 16 AM 10:44  
SECRETARY OF STATE  
DELAWARE



5829723 8320  
SR# 20160831654

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: 201834536  
Date: 02-16-16