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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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TALLAHASSEE FLORIDA

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J. HARRIS

1940 Act | law group

John H. Lively

The Law Offices of John H. Lively & Associates, Inc.

A member firm of The 1940 Act Law Group

11300 Tomahawk Creek Parkway, Suite 310

Leawood, KS 66211

Phone: 913.660.0778 Fax: 913.660.9157

john.lively@1940actlawgroup.com

October 5, 2015

Florida Division of Corporations

Registration Section

P.O. Box 6327

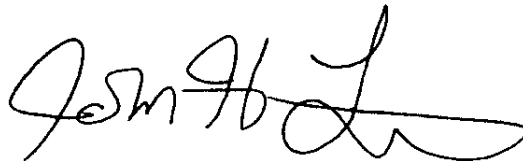
Tallahassee, FL 32314

To whom it may concern:

Enclosed herewith for filing on behalf of my client, Toro Partners Capital Management, LLC, is a Cover Letter, Application by Foreign LLC for Authorization to Transact Business in Florida, along with a Delaware Certificate of Good Standing. Also enclosed a check for \$130.00 to cover the filing fees.

If you have any questions about the foregoing, please contact me at (913) 660-0778.

Regards,

A handwritten signature in black ink, appearing to read "John H. Lively", with a stylized, flowing script.

John H. Lively

Enclosures

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Toro Partners Capital Management, 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:

C. Clay Massey

Name of Person

Firm/Company

452 Walls Way

Address

Osprey, FL 34229

City/State and Zip Code

cclaymassey@gmail.com

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

For further information concerning this matter, please call:

Clay Massey

941

918-9749

at (_____) _____

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

**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. Toro Partners Capital Management, 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. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. Delaware 3. 27-3708662
(Jurisdiction under the law of which foreign limited liability company is organized) (FEL number, if applicable)

4. June 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. 452 Walls Way
Osprey, FL 34229
(Street Address of Principal Office)

6. 452 Walls Way
Osprey, FL 34229
(Mailing Address)

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

Name: C. Clay Massey
Office Address: 452 Walls Way
Osprey, Florida 34229
(City) (Zip code)

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.


(Registered agent's signature)

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

C. Clay Massey, Manager of the General Partner, 452 Walls Way, Osprey, FL 34229

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)


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.)

C. CLAY MASSEY BY SAM JOHNSON, PA
Typed or printed name of signee

FILED
2015 OCT 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Delaware

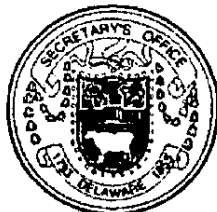
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TORO PARTNERS CAPITAL MANAGMENT, 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 THIRTIETH DAY OF SEPTEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TORO PARTNERS CAPITAL MANAGMENT, LLC" WAS FORMED ON THE TENTH DAY OF AUGUST, A.D. 2010.

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



4858526 8300

SR# 20150328660

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 10159185

Date: 09-30-15