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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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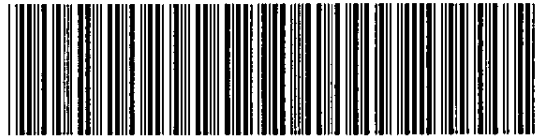
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA
2015 DEC 30 AM 9:56

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15 DEC 30 PM 4:05

DEC 31 2015
J. HARRIS

Date: 12/30/2015

Account #: I20000000088

Name: ERIC HOOD

Reference #: A248792

ENTITY NAME: REPLACEMENT GP FLORIDA, LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

Authorized Amount: \$125.00

Signature: Eric Hood

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Replacement GP Florida, 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:

Joanne D. Flanagan

Name of Person

JDF, LLC

Firm/Company

340 Pemberwick Road

Address

Greenwich, CT 06831

City/State and Zip Code

behant@jdfllaw.com

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

For further information concerning this matter, please call:

Teresa C. Behan

Name of Contact Person

at (**203**)

Area Code

413-0326

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:

- | | | | |
|----------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------|-----------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. Replacement GP Florida, 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. _____
(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. 340 Pemberwick Road
Greenwich, CT 06831
(Street Address of Principal Office)

6. 340 Pemberwick Road
Greenwich, CT 06831
(Mailing Address)

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

Name: National Corporate Research, Ltd., Inc.

Office Address: 115 North Calhoun Street, Suite 4

Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

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 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.

Eric B. [Signature] ASSISTANT SECRETARY
(Registered agent's signature)

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

Joanne D. Flanagan, Vice President
340 Pemberwick Road
Greenwich, CT 06831

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]
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.

Joanne D. Flanagan
Typed or printed name of signee

2010 DEC 30 AM 9:56
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TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REPLACEMENT GP FLORIDA, 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 DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REPLACEMENT GP FLORIDA, LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2015.

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



5921199 8300

SR# 20151589278

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

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

Authentication: 10706378

Date: 12-30-15