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

RE-SUBMIT

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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Foreign Limited Liability Company
BP Acquisition Holdings, LLC

Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$155.00

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January 14, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT

SUBJECT: BP ACQUISITION HOLDINGS LLC
REF: W16000002291

RE-SUBMIT
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to s.605.0902(1)(e), Florida Statutes, the document must contain the name, title or capacity and address of at least one person who has the authority to manage the foreign limited liability company.

If you have any further questions concerning your document, please call (850) 245-6051.

Justin M Shivers
Regulatory Specialist III
Registration/Qualification Section

FAX Aud. #: H16000010344
Letter Number: 716A00000913

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: BP Acquisition 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:

Ellen Prescott
Name of Person

Burr & Forman LLP
Firm/Company

420 No. 20th St., Ste. 3400
Address

Birmingham, AL 35203
City/State and Zip Code

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

For further information concerning this matter, please call:

Ellen Prescott at 205 458-5115
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. BP Acquisition Holdings, 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 (Jurisdiction under the law of which foreign limited liability company is organized)
3. 38-3985106 (FEI number, if applicable)

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

5. 11150 Santa Monica Blvd., Ste. 1200
Los Angeles, CA 90025
(Street Address of Principal Office)

6. 11150 Santa Monica Blvd., Ste. 1200
Los Angeles, CA 90025
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

By: Jin Song, 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:
Tom Wilcher, CEO, 1100 N. Lindbergh Blvd., St. Louis, MO 63132
Eric Reiter, Vice President, 11150 Santa Monica Blvd., Ste. 1200, Los Angeles, CA 90025
Matt Whelan, Treasurer, 11150 Santa Monica Blvd., Ste. 1200, Los Angeles, CA 90025

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.
Matthew Whelan
Typed or printed name of signee

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BP ACQUISITION HOLDINGS, 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 JANUARY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

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

Authentication: 201664498

Date: 01-13-16