

21600001473

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

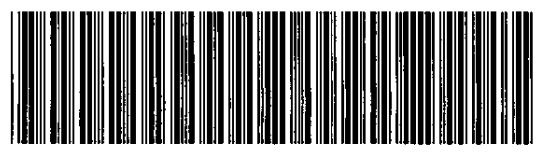
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400282223274

02/17/16--01007--009 \*\*160.00

FLC

FEB 23 2016

R. WHITE

FILED  
16 FEB 17 PM 5:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** NRP Investments 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:

Debbie Dietes

\_\_\_\_\_  
Name of Person

Ulmer & Berne LLP

\_\_\_\_\_  
Firm/Company

1660 West 2nd Street, Suite 1100

\_\_\_\_\_  
Address

Cleveland, Ohio 44113

\_\_\_\_\_  
City/State and Zip Code

dbetliskey@nrpgroup.com

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

For further information concerning this matter, please call:

Debbie Dietes

216  
at ( )

583-7440

\_\_\_\_\_  
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. NRP Investments 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. Ohio

(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. 34-1899036

(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. 5309 Transportation Blvd.

Cleveland, OH 44125

(Street Address of Principal Office)

6. 5309 Transportation Blvd.

Cleveland, OH 44125

(Mailing Address)

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(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.

*Kristin Bolden*

(Registered agent's signature)

Kristin Bolden

Assistant Secretary

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

J. David Heller, Manager, 5309 Transportation Blvd., Cleveland, OH 44125

T. Richard Bailey, Jr., Manager, 5309 Transportation Blvd., Cleveland, OH 44125

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)

*J. David Heller*

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, P.S.

J. David Heller, Manager

Typed or printed name of signer

FILED  
16 FEB 17 PM 5:40  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS  
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*Kristin Bolden*

(Registered agent's signature)

Kristin Bolden

Assistant Secretary

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J. David Heller, Manager

Typed or printed name of signee

FILED  
16 FEB 17 PM 5:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

UNITED STATES OF AMERICA  
STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE

*I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show NRP INVESTMENTS LLC, an Ohio For Profit Limited Liability Company, Registration Number 1065878, was organized within the State of Ohio on March 15, 1999, is currently in FULL FORCE AND EFFECT upon the records of this office.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio  
this 5th day of February, A.D. 2016.*

*Jon Husted*

Ohio Secretary of State

Validation Number: 201603601942

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF SECRETARY OF STATE

*I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.*



*Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
5th day of February, A.D. 2016.*

Ohio Secretary of State

*Jon Husted*

Validation Number:

201603602018



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
10/07/2015	201528001842	Conversion Within SOS Records (CVS)	99.00	300.00	0.00	0.00	0.00

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
CHRIS RICKARD  
4400 EASTON COMMONS WAY, STE 125  
COLUMBUS, OH 43219

# STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted  
1065878

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**NRP INVESTMENTS LLC**

and, that said business records show the filing and recording of:

Document(s)

**Conversion Within SOS Records**

Effective Date: 10/07/2015

CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO.

Document No(s):

**201528001842**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the  
Secretary of State at Columbus, Ohio this  
7th day of October, A.D. 2015.

Ohio Secretary of State



Form 700 Prescribed by:

**JON HUSTED**  
Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)  
[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[Buserv@OhioSecretaryofState.gov](mailto:BusServ@OhioSecretaryofState.gov)

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:  
Regular Filing (non expedite)  
P.O. Box 1329  
Columbus, OH 43218

Expedite Filing (Two-business day processing  
time requires an additional \$100.00).  
P.O. Box 1390  
Columbus, OH 43218

**Certificate for Conversion for Entities Converting  
Within or Off the Records of the Ohio Secretary of State**  
Filing Fee: \$125

(CHECK ONLY ONE (1) BOX)

(1) ☒ Converting Within The Records of the Ohio  
Secretary of State

(2) ☐ Converting Off The Records of the Ohio  
Secretary of State  
(187-VXX)

Name of the converting entity NRP Investments Corp.

Jurisdiction of Formation Ohio

Charter/Registration Number 1065878

The converting entity is a:  
(Check Only (1) One Box)

☒ Domestic Corporation (For-Profit or Nonprofit)

☐ Foreign Corporation (For-Profit or Nonprofit)

☐ Domestic Nonprofit Limited Liability Company

☐ Foreign Nonprofit Limited Liability Company

☐ Domestic For-Profit Limited Liability Company

☐ Foreign For-Profit Limited Liability Company

☐ Partnership

☐ Domestic Limited Partnership

☐ Foreign Limited Partnership

☐ Domestic Limited Liability Partnership

☐ Foreign Limited Liability Partnership

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists  
and that those laws permit the conversion.

2015 09-17 PM 1:01



Name of the converted entity	NRP Investments LLC
Jurisdiction of Formation	Ohio
The converted entity is a: (Check Only (1) One Box)	
<input type="checkbox"/> Domestic Corporation (For-Profit)	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input checked="" type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	


Effective Date (Optional)		(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)	
Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.			
NRP Investments LLC			
Name			
5309 Transportation Blvd.			
Mailing Address			
Cleveland	Ohio	44125	
City	State	Zip Code	

Required information that must accompany conversion certificate if box 2 is checked			
If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.			
Name of Statutory Agent			
Mailing Address			
	Ohio		
City	State	Zip Code	

See instructions for additional filing requirements if
(1) the conversion creates a new domestic entity,
(2) the converted entity is a foreign entity that desires to transact business in Ohio; or
(3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

**Required**  
Must be signed by an  
authorized representative.

  
Signature

By (If applicable)

J. David Heller, Executive Vice President  
Print Name

Signature

By (If applicable)

Print Name

Signature

By (If applicable)

Print Name

Complete the information in this section.

**AFFIDAVIT**

In lieu of dissolution releases from various governmental authorities.

NRP Investments Corp.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215	10/7/15	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: P.O. Box 182413 Columbus, OH 43218-2413	10/7/15
*Only required for domestic for-profit corporations			
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us		<input checked="" type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	
*Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below]			

\*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature

*J. David Heller*

Title

Executive Vice President

Name

J. David Heller

5309 Transportation Blvd.

Mailing Address

Cleveland

City

Ohio

State

44125

Zip Code

Sworn to and subscribed in my presence on

10.07.2015

Date

Seal



REBECCA M. PATTEN  
Notary Public  
State of Ohio  
My Commission Expires:  
6-2-2016

Rebecca M. Patten

Notary Public

Commission  
Expires

06.02.2016

Date

AFFIDAVIT OF PERSONAL PROPERTY

State of Ohio

County of Cuyahoga

J. David Heller  
Name of Officer

Executive Vice President  
Title of Officer

of NRP Investments Corp.  
Name of Corporation

and that this affidavit is made in compliance with Section 1701.86(H)(1) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)


- ☐ Has no personal property in any county in Ohio  
☐ Is the type required to pay personal property taxes to state authorities only  
☒ Has personal property in the following county (ies)

Cuyahoga

Signature: *J. David Heller*

Title: Executive Vice President

Sworn to and subscribed in my presence on Date 10.07.2015

Seal  
  
REBECCA M. PATTEN  
Notary Public  
State of Ohio  
My Commission Expires:  
06.02.2016

Rebecca M. Patten  
Notary Public

Expiration date of Notary Public's Commission  
Date 06.02.2016



**Department of  
Taxation**

Taxpayer Services Division  
P.O. Box 182382  
Columbus, Ohio 43218-2382  
Phone: 888-405-4039  
TTY/TDD: 800-750-0750  
<http://tax.ohio.gov>

Date: September 9, 2015

Andrew Tanner  
NRP Investments Corp  
5309 Transportation Blvd.  
Cleveland, Ohio 44125  
USA

Re: Certificate of Tax Clearance

This certificate certifies that the below stated entity has filed all tax returns and paid in full all taxes and fees administered by the tax commissioner through the certificate issue date.

This certificate does not preclude the Department from issuing a bill and/or assessment against the entity for any tax returns and tax liabilities that become due after the certificate issue date or as a result of an examination or audit for any period ending prior to the date of dissolution with the Ohio Secretary of State.

This Certificate of Tax Clearance is valid for 30 days from the date of issuance as indicated below.

NRP INVESTMENTS CORP  
Charter:1065878

Certificate issue date: September 9, 2015

Joseph W. Testa  
Tax Commissioner

Note: This certificate must be filed along with all forms prescribed by the Ohio Secretary of State. For filing information, visit Ohio Secretary of State's web site at *OhioSecretaryofState.gov*.



Form 533A Prescribed by:

**Jon Husted**  
OHIO SECRETARY OF STATE

Toll Free: (877) 6CD-FILE (877-767-6453)

Central Ohio: (614) 466-5610

[www.OhioSecretaryofState.gov](http://www.OhioSecretaryofState.gov)  
[business@OhioSecretaryofState.gov](mailto:business@OhioSecretaryofState.gov)

File online or for more information: [www.OH2BusinessCentral.com](http://www.OH2BusinessCentral.com)

Start this form in one of the following:

Regular Filing (see expiration)  
P.O. Box 670  
Columbus, OH 43218

Expedite Filing (Two business day processing time)  
Required an additional \$100.00

P.O. Box 1360  
Columbus, OH 43218

## Articles of Organization for a Domestic Limited Liability Company

Filing Fee: \$99  
Form Must Be Typed

CHECK ONLY ONE (1) BOX

(1) ☒ Articles of Organization for Domestic  
For-Profit Limited Liability Company  
(115-LCA)

(2) ☐ Articles of Organization for Domestic  
Nonprofit Limited Liability Company  
(115-LCA)

Name of Limited Liability Company **NRP Investments LLC**

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "ltd.," or "ltd."

Effective Date  
(Optional)

mm/dd/yyyy

(The legal existence of the limited liability company begins upon the filing  
of the articles or on a later date specified that is not more than ninety days  
after filing)

This limited liability company shall exist for  
(Optional)

Period of Existence

Purpose  
(Optional)


### \*\*Note for Nonprofit LLCs

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose clause be provided.

## ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member(s), manager(s) or representative(s) of

NRP Investments LLC

Name of Limited Liability Company

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is

U-B Corporation

Name of Agent

1660 West 2nd Street, Suite 1100

Mailing Address

Cleveland

City

Ohio

State

44113

ZIP Code

## ACCEPTANCE OF APPOINTMENT

The undersigned, U-B Corporation named herein as the statutory agent

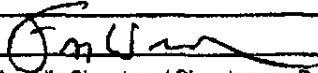
Statutory Agent Name

for NRP Investments LLC

Name of Limited Liability Company

hereby acknowledges and accepts the appointment of agent for said limited liability company

Statutory Agent Signature



Individual Agent's Signature / Signature on Behalf of Business Serving as Agent  
Frederick N. Widen, Assistant Secretary

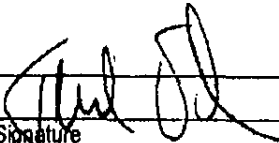
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

**Required**

Articles and original appointment of agent must be signed by a member, manager or other representative.

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

  
Signature

By (if applicable)

Theodore Elmhorn, Authorized Representative

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name