

**Florida Department of State**  
**Division of Corporations**  
**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H16000259041 3)))



H160002590413ABC

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

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

From: Account Name : C T CORPORATION SYSTEM  
 Account Number : FCA000000023  
 Phone : (614) 280-3338  
 Fax Number : (954) 208-0845

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

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

FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 16 OCT 19 AM 10:49

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**  
**SANDPOINTE U.S. VOLATILITY FUND, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$55.00

OCT 20 2016  
 S. YOUNG

RECEIVED

2016 OCT 19 PM 3:51

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SandPointe U.S. Volatility 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:

Robert E. Robinson

Name of Person

SandPointe, LLC

Firm/Company

777 South Flagler Drive, Suite 1800

Address

West Palm Beach, Florida 33401

City/State and Zip Code

rerobinson@sandpointe.com

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

For further information concerning this matter, please call:

Robert E. Robinson

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

CR2E055 (9/15)

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 OCT 19 AM 10:49

# 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 U.S. Volatility 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: M16000001776

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: March 1, 2016

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

5. New name of the limited liability company: SandPointe All-Seasons 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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 OCT 19 AM 10:49

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
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<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

**Robert E. Robinson**

Typed or printed name of signee

Filing Fee: \$25.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 OCT 19 AM 10:19

# Delaware

The First State


Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "SANDPOINTE U.S. VOLATILITY FUND, LLC", CHANGING ITS NAME FROM "SANDPOINTE U.S. VOLATILITY FUND, LLC" TO "SANDPOINTE ALL-SEASONS FUND, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF OCTOBER, A.D. 2016, AT 12:31 O'CLOCK P.M.

16 OCT 19 AM 10:49

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304



  
Jeffrey W. Bullock, Secretary of State

5970343 8100  
SR# 20166268437

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203187572  
Date: 10-19-16

**AMENDED AND RESTATED  
CERTIFICATE OF FORMATION  
OF**

**SANDPOINTE U.S. VOLATILITY FUND, LLC**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:31 PM 10/19/2016  
FILED 12:31 PM 10/19/2016  
SR 20166268437 - File Number 5970343

This Amended and Restated Certificate of Formation of SandPointe U.S. Volatility Fund, LLC, dated as of the 19 day of October, 2016, has been duly executed and is being filed by Robert E. Robinson, as an authorized person, in accordance with Section 18-208 of the Delaware Limited Liability Company Act (6 Del.C. §18-208) to amend and restate the original Certificate of Formation, which was filed on February 22, 2016 under the name SandPointe Fundamental Value Fund, LLC with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

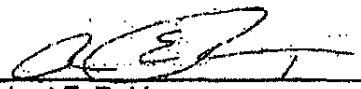
The Certificate is hereby amended and restated in its entirety to read as follows:

**FIRST.** The name of the limited liability company is SandPointe All-Seasons Fund, LLC.

**SECOND.** The address of the registered office of the limited liability company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

**THIRD.** The name and address of the registered agent for service of process on the limited liability company in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first above written.

  
Robert E. Robinson  
Authorized Person

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 OCT 19 AM 10:49