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MAR 14 2016  
S. YOUNG

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** Payne 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:

Ryan M. Payne, President  
Name of Person  
Payne Capital Management LLC  
Firm/Company  
231 West 29th Street, Suite 1002  
Address  
New York, NY 10001  
City/State and Zip Code  
ryan.payne@paynecm.com  
E-mail address: (to be used for future annual report notification)

FILED STATE  
SECRETARY OF CORPORA  
TALLAHASSEE, FL 32301  
16 MAR 11 PM 4:00

For further information concerning this matter, please call:

Barbara Brenton at (646) 461-7670  
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. Payne 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. 26-2994343  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. January 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. 564 Skippack Pike, Level 3  
Blue Bell, PA 19422  
(Street Address of Principal Office)

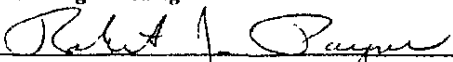
6. Same as above  
(Mailing Address)

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

Name: Robert J. Payne  
Office Address: 3944 Cordgrass Way  
Naples, Florida 34112  
(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.*

  
(Registered agent's signature)

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

Ryan M. Payne, President Payne Capital Management LLC, 231 W. 29th St., Ste. 1002, New York, NY 10002

Robert J. Payne, Managing Partner Payne Capital Management LLC, 3944 Cordgrass Way, Naples, FL 34112

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

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.

Ryan M. Payne  
Typed or printed name of signee

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYNE CAPITAL MANAGEMENT, 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 SEVENTH DAY OF MARCH, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAYNE CAPITAL MANAGEMENT, LLC" WAS FORMED ON THE SIXTEENTH DAY OF JUNE, A.D. 2008.

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
16 MAR 11 PM 4:00



4562462 8300

SR# 20161525345

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

  
Jeffrey W. Bullock, Secretary of State

Authentication: 201942365

Date: 03-07-16

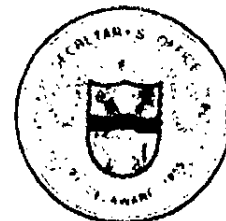


## State of Delaware

The Official Website for the First State

***The Secretary of State of Delaware issued a certificate for PAYNE CAPITAL MANAGEMENT, LLC whose file number is 4562462 on 3/7/2016 under request number 20161525345 for authentication number 201942365***

DELE. STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
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