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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

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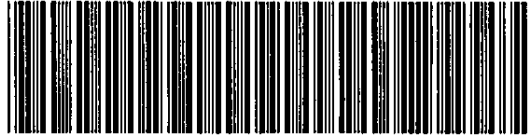
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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TALLAHASSEE, FLORIDA  
16 JUN 10 PM 2:52

JUN 14 2016  
S. YOUNG

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** Emerling Holding 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:

John Emerling

Name of Person

Emerling Holding LLC.

Firm/Company

2381 Fillmore Ave Suite One

Address

Buffalo, NY 14214

City/State and Zip Code

JEmerling@emerfood.com

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

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TALLAHASSEE, FLORIDA  
16 JUN 10 PM 2:52

For further information concerning this matter, please call:

John Emerling

585

356-5166

Name of Contact Person

at ( )

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. Emerling Holding LLC.

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," 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," "LLC," or "LLC.")

2. New York State

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

3. 68-0615568

(FEI number, if applicable)

4. no business transacted yet in Florida. Purchasing an investment rental home during June 2016

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

5. \_\_\_\_\_

2381 Fillmore Ave Suite One, Buffalo, NY 14214

(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: Yann Guyonic

Office Address: 648 LOCKBREEZE DR

DAVENPORT

(City)

, Florida

33897

(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.

[Signature]  
(Registered agent's signature)

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

Yann Guyonic, Property Manager, Horizon Vacation Homes

648 LOCKBREEZE DR

33897 DAVENPORT - FLORIDA

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)

JPEmerling

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.

John Emerling

Typed or printed name of signer

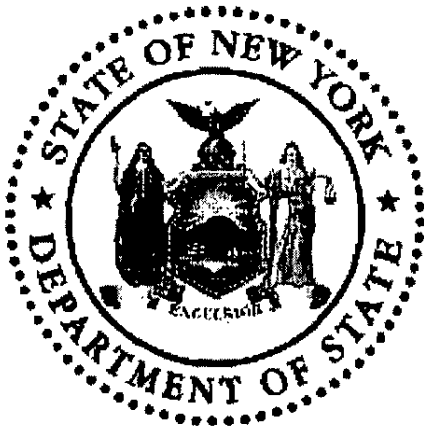
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**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy for EMERLING HOLDING, LLC, File Number 041203000176 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED

16 JUN 10 PM 2:53



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
April 12, 2016.

A handwritten signature in cursive script that reads "Anthony Giardina".

Anthony Giardina  
Executive Deputy Secretary of State

Rev. 06/07

**Authentication Number: 1604121025** To verify the authenticity of this document you may access the  
Division of Corporations' Document Authentication Website at <http://ccorp.dos.ny.gov>

**Request for Taxpayer  
Identification Number and Certification**

Give Form to the  
requester. Do not  
send to the IRS.

Print or type  
See Specific Instructions on page 2.

Name (as shown on your income tax return)  
**Emerling Holding LLC**

Business name/disregarded entity name, if different from above

Check appropriate box for federal tax

classification (required): ☐ Individual/sole proprietor ☐ C Corporation ☐ S Corporation ☐ Partnership ☐ Trust/estate

☒ Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶

☐ Exempt payee

☐ Other (see instructions) ▶

Address (number, street, and apt. or suite no.)

**2381 Fillmore Ave**

City, state, and ZIP code

**Buffalo, NY 14214**

Requester's name and address (optional)

List account number(s) here (optional)

**Part I Taxpayer Identification Number (TIN)**

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see How to get a TIN on page 3.

**Note.** If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number

16 JUN 10 PM 2:53  
FILED STATE SECRETARY OF FLORIDA TALLAHASSEE, FLORIDA

Employer identification number

68 - 0615568

**Part II Certification**

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
3. I am a U.S. citizen or other U.S. person (defined below).

**Certification instructions.** You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

**Sign  
Here**

Signature of  
U.S. person ▶

Date ▶ **May 12, 2016**

**General Instructions**

Section references are to the Internal Revenue Code unless otherwise noted.

**Purpose of Form**

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

**Note.** If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

**Definition of a U.S. person.** For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

**Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

N. Y. S. DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

=====

ENTITY NAME: EMERLING HOLDING, LLC

DOCUMENT TYPE: CHANGE (DOM LLC)  
PROCESS

COUNTY: ERIE

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FILED:05/13/2016 DURATION:\*\*\*\*\* CASH#:160513000849 FILM #:160513000784

FILER:

-----  
JOHN P. EMERLING  
2381 FILLMORE AVE

BUFFALO, NY 14214

ADDRESS FOR PROCESS:

-----  
THE LLC  
2381 FILLMORE AVE.  
BUFFALO, NY 14214

REGISTERED AGENT:



FILED STATE  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310  
15 JUN 10 PM 2:53

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SERVICE COMPANY: \*\* NO SERVICE COMPANY \*\*

SERVICE CODE: 00

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COPIES                0.00  
HANDLING              0.00

PAYMENTS              30.00  
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CASH                   0.00  
CHECK                  30.00  
CHARGE                0.00  
DRAWDOWN              0.00  
OPAL                   0.00  
REFUND                0.00

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DOS-1025 (04/2007)

NEW YORK STATE  
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

=====

ENTITY NAME: EMERLING HOLDING, LLC

DOCUMENT TYPE: ARTICLES OF ORGANIZATION (DOM LLC)

COUNTY: ERIE

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45 \*

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FILED:12/03/2004 DURATION:\*\*\*\*\* CASH#:041203000179 FILM #:041203000176

ADDRESS FOR PROCESS

EXIST DATE

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THE LLC  
1182 GRAFF ROAD  
ATTICA, NY 14011

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12/03/2004

REGISTERED AGENT

FILED  
STATE  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
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FILER	FEES	PAYMENTS
DADD AND NELSON, PLLC	235.00	235.00
1 EXCHANGE STREET	FILING 200.00	CASH 0.00
ATTICA, NY 14011	TAX 0.00	CHECK 0.00
	CERT 0.00	CHARGE 0.00
	COPIES 10.00	DRAWDOWN 235.00
	HANDLING 25.00	BILLED 0.00
		REFUND 0.00

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DOS-1025 (11/89)

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ARTICLES OF ORGANIZATION

OF

EMERLING HOLDING, LLC

UNDER §203 OF THE

LIMITED LIABILITY COMPANY LAW

Filed by: DADD and NELSON, PLLC  
11 Exchange Street  
Attica, New York 14011

Ref # 01576TSS1

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TALLAHASSEE, FL  
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STATE OF NEW YORK  
DEPARTMENT OF STATE

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TAX \$

BY:                     

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# State of New York--Wyoming County--ss

05032200554

## NOTICE OF INFORMATION OF EMERGING

**INCUBATING, LLC**  
The Auditors of Organization of Emerging Incubating, LLC were filed with the New York Department of State on November 3, 2004. The New York Secretary of State has been requested without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is 1183 Ord Road, Adira, New York 14811. The purpose of the limited liability company is to engage in any lawful activity for which limited liability companies may be formed. It will have its principal office in Adira, New York. The latest date on which this Company is so directive is as specified by law.

1-4

The undersigned, Leisa M. Taylor of the Town of Perry, in said County being duly sworn, says she is an employee of the Perry Herald, a newspaper printed weekly in the town aforesaid, and that the notice of which the annexed is a printed copy, has been regularly published in said Perry Herald each week for six weeks,

months successively, such publication being made from

January 6, 2005 to February 10, 2005 inclusive  
Leisa M. Taylor

Sworn to before me this 25 day of February, 2005

John L. Stief  
Notary Public, State of New York  
My Commission Expires October 1, 2007

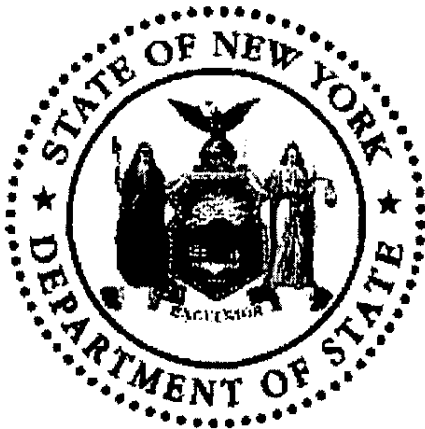
Notary Public

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SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA  
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**STATE OF NEW YORK**  
**DEPARTMENT OF STATE**

I hereby certify that the annexed copy for EMERLING HOLDING, LLC, File Number 050322000555 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

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SECRETARY OF STATE  
TALLMAN, SE. T. C. J. D. A.  
15 JUN 10 PM 2:53



WITNESS my hand and official seal of the  
Department of State, at the City of Albany, on  
April 12, 2016.

*Anthony Giardina*

Anthony Giardina  
Executive Deputy Secretary of State

Rev. 06/07

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Division of Corporations' Document Authentication Website at <http://ecorp.dos.ny.gov>

F05032200555

**AFFIDAVIT OF PUBLICATION**

**OF**

**EMERLING HOLDING, LLC**

**PURSUANT TO SECTION 206 OF THE  
LIMITED LIABILITY COMPANY LAW**

FILED STATE  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310  
16 JUN 10 PM 2:53

Filed by.

DADD and NELSON PLLC  
11 Exchange Street  
Attica, New York 14011

STATE OF NEW YORK  
DEPARTMENT OF STATE

MAR 22 2005

FILED  
TAXS  
BY:

*AK*

2

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3. PURPOSE. The Company is formed for the purpose of engaging in any lawful act or activity for which limited liability companies may be formed under the LLCL and engaging in any and all activities necessary or incidental to the foregoing.

4. MEMBERS. The name and the business, residence or mailing address of the Members are as follows:

<u>Name</u>	<u>Address</u>
John Emerling	1182 Graff Road Attica, New York 14011

or such other address as either member may hereafter give to the Company and the other member.

5. PRINCIPAL OFFICE. The principal office of the Company shall be located at 1182 Graff Road, Attica, County of Wyoming, State of New York. The Company shall have such other offices as determined by the Members.

## ARTICLE I

### MANAGEMENT

6. MANAGEMENT. Management of the Company shall be vested in its Members. The Members shall have sole authority to manage the Company and to make all decisions regarding any actions or undertakings of or by the Company, including, but not limited to, financing and bank transactions.

7. MANAGEMENT OF MEMBERS. The property, business and affairs of the Company shall be managed by the Members, who shall have full authority, power and discretion

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DEPT. OF STATE

10. ADDITIONAL CONTRIBUTIONS. No Member shall be required to make additional capital contributions to the Company unless a majority of the Members approve a capital call which shall be payable pro-rata by the Members in the ratio that their respective capital accounts prior to the capital call bear to the aggregate capital account contributions of all Members.

11. COMPANY INDEBTEDNESS. The Members may, from time to time, upon a majority vote, determine that funds must be borrowed for the operation and/or growth of the Company. In the event of borrowings authorized by the Members as set forth herein, each Member shall guarantee such indebtedness under such terms and conditions as may be required by the lender. Any Member guaranteeing indebtedness under the terms of this paragraph shall share the liability for such guarantee in the same ratio as said Member's capital account bears to the aggregate capital account distributions and such Members shall be entitled to contribution from the other Members for any payment on any guarantee in excess of said Member's proportional share of such indebtedness as described herein notwithstanding the terms of any guarantee executed by any Member benefiting a lender.

12. CAPITAL ACCOUNT. A capital account shall be established for each Member (the "Capital Account") on the books of the Company, and shall be adjusted as provided herein. A Member's Capital Account shall be credited with such Member's original capital contribution, any additional capital contribution and any net profits and gain allocated to such Member, and shall be debited with any net losses and deductions allocated to such Member

**ARTICLE IV****MEMBERS AND MEMBERSHIP**

16. **GOVERNANCE.** All references in this Agreement to decisions by the Members shall be determined by a majority of the ownership interest of the Members.

17. **ASSIGNMENTS.** A Member may not sell, assign, pledge, encumber or otherwise transfer in whole or in part his or her membership equity interest. The Members agree that the restriction on the transfer of interests are fair and reasonable in light of the Code requirements affecting the Company's classification as a partnership for tax purposes.

18. **TRANSFER AMONG MEMBERS.** Either Member may transfer all or any portion of his interest to the (any) other Member. Upon any transfer pursuant to this section, the interests of the transferor Member and the transferee Member shall be adjusted.

19. **WITHDRAWAL OF A MEMBER.** A Member may withdraw from the Company only under the terms of this Agreement.

a. **Terms of Repurchase.** If the business of the Company is continued in accordance with the provisions of this Agreement after a Withdrawal Event, the Company shall repurchase the withdrawn Member's membership interest at a purchase price determined and payable as set forth in paragraph 19(b), and payment shall be made within one hundred twenty (120) days from the notice of withdrawal.

b. Such Member shall submit a Notice of Withdrawal and within ninety (90) days, the Company shall pay to the withdrawing Member an amount equal to the book value

22. ADMISSION OF ADDITIONAL MEMBERS. One or more additional persons may be admitted as members to the Company with the consent of a majority of the then existing Members.

23. LIABILITY OF MEMBERS. No Member shall have any liability for the debts, obligations or liabilities of the Company except to the extent provided in the LLCL.

## ARTICLE V

### DISSOLUTION

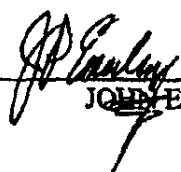
24. EVENTS OF DISSOLUTION. The Company shall be dissolved upon the earliest to occur of the following:

- a. the withdrawal, death or bankruptcy of any Member or the occurrence of any other event that terminates the continued membership of any Member in the Company under the LLCL (but excluding a termination of membership resulting from a permitted transfer of a Member's entire interest pursuant to this Agreement), unless the business of the Company is continued by the unanimous consent of all remaining Members within thirty (30) days following the occurrence of any such event;
- b. the Members unanimously elect to dissolve the Company; or
- c. except as otherwise herein provided, the occurrence of any other event causing a dissolution of the Company under the LLCL.

25. PROCEDURE OF DISSOLUTION. Upon dissolution of the Company, the Managers or other person as is designated by the then remaining Members shall proceed to wind

29. EFFECTIVE DATE. In accordance with §417(c) of the LLCL, this Agreement shall be effective as of 3rd day of December, 2004, the date of the forming of the Company.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Operating Agreement this 20 day of MAY, 2005.

  
\_\_\_\_\_  
JODY EMERLING

16 JUN 10 PM 2:53  
FALLING ROCK, LLC



**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. Emerling Holding 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. New York State 3. 68-0615568  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. no business transacted yet in Florida. Purchasing an investment rental home during June 2016  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. \_\_\_\_\_  
2381 Fillmore Ave Suite One, Buffalo, NY 14214  
(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: Kay Fuller

Office Address: \_\_\_\_\_

\_\_\_\_\_, Florida \_\_\_\_\_  
(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:

Kay Fuller, Property Manager

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)

JP Emerling  
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.

John Emerling  
Typed or printed name of signee

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SECRETARY OF STATE  
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