

M/6000005903

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

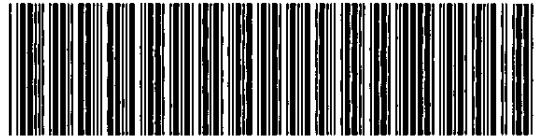
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUL 25 2016
S. YOUNG

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TALLAHASSEE, FLORIDA
16 JUL 22 PM 3:14

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Ice Flow, 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:

Brian Calhoun

Name of Person

Calhoun, Bhella & Sechrest, LLP

Firm/Company

325 N. St. Paul St., suite 2300

Address

Dallas, TX 75201

City/State and Zip Code

bcalhoun@cbsattorneys.com

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

For further information concerning this matter, please call:

Brian Calhoun

Name of Contact Person

at (214) 986-1807

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

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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. Ice Flow, LLC
(Name of Foreign Limited Liability Company: must include "Limited Liability Company," "L.L.C.," or "LLC.")
Ice Flow USA, 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. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 81-1955434
(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. 325 N. St. Paul St., suite 2300
Dallas, TX 75201
(Street Address of Principal Office)
6. 325 N. St. Paul St., suite 2300
Dallas, TX 75201
(Mailing Address)

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

Name: Brian Gladwell
Office Address: 33000 Overseas Hwy.
Big Pine Key, Florida 33043
(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.

[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:

Brian Calhoun, 325 N. St. Paul St., suite 2300, Dallas, TX 75201,
Brian Brunson, 325 N. St. Paul St., suite 2300, Dallas, TX 75201
Both Members of Focal Holdings, LLC the sole member of Ice Flow, LLC

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.

Brian Calhoun
Typed or printed name of signee

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Carlos H. Cascos
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

Ice Flow, LLC
File Number: 802441082

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

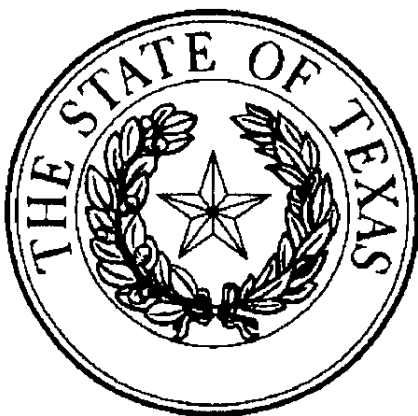
ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 04/20/2016

Effective: 04/20/2016

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A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos
Secretary of State

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



This space reserved for office use.

Certificate of Formation
Limited Liability Company

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Ice Flow, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

☒ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

Calhoun, Bhella & Sechrest, LLP

OR

☐ B. The initial registered agent is an individual resident of the state whose name is set forth below:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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C. The business address of the registered agent and the registered office address is:

325 N. St. Paul St. Suite 2300	Dallas	TX	75201
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

☐ A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

☒ B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1

NAME (Enter the name of either an individual or an organization, but not both.)
IF INDIVIDUAL

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
-------------------	-------------	------------------	---------------

OR

IF ORGANIZATION

Focal Holdings, LLC

Organization Name

ADDRESS

325 N. St. Paul St. Suite 2300	Dallas	TX	USA	75201
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

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GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
First Name	M.I.	Last Name	Suffix	
OR				
IF ORGANIZATION				
Organization Name				
ADDRESS				
Street or Mailing Address		City	State	Country Zip Code

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

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Organizer

The name and address of the organizer:

Brian Calhoun

Name

325 N. St. Paul Street, Suite 2300

Street or Mailing Address

Dallas

City

TX 75201

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 04/19/16



Signature of organizer

Brian Calhoun

Printed or typed name of organizer

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Payment Form
(Revised 08/15)



Date of Receipt (for office use).

Please type or print clearly

(Expedited Handling Service is only available for Business Entity Filings.)

Expedited Handling Requested? ☒ Yes ☐ No

Email address: (required for expedited filings)

(\$25 per document/\$10 for copies/certificates)

bcalhoun@cbsattorneys.com

PAYMENT

☒ Charge to Credit Card

Card Type: ☐ American Express ☐ Discover ☒ MasterCard ☐ Visa

Card No.: 5466 1601 1100 5953 Exp: 11/1 (MM/YY) *Security Code: 889

Name on Card: Brian A Calhoun

Phone: 214-986-1807

Credit Card Billing Address: 6623 Winton St.

City: Dallas

State: TX

Zip Code: 75214

☐ Charge to Secretary of State Client Account No.:

Name on Account:

☐ Charge to LegalEase Account No.: 500679

Client Reference No.:

Case No.:

Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.7% of the total fees incurred.

Signature:

Date: 4/19/16

DOCUMENT TO BE FILED OR REQUEST FOR COPIES/CERTIFICATE

(include name on document and SOS file number if applicable)

Certificate of Formation for Ice Flow, LLC

REQUESTOR CONTACT INFORMATION

Name: Brian Calhoun

Street: 325 N. St. Paul Street, Suite 2300

City: Dallas

State: TX

Zip Code: 75201

Phone: 214-981-9258

* For Mastercard, Visa, and Discover, the Security Code is the last three digits in the signature area on the back of your card.

For American Express, it is the four digits on the front of the card.

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