

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.

(((H16000242625 3)))



H160002426253ABC

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 : BERGER-SINGERMANN-LLP-MIAMI
Account Number : 120090000006
Phone : (305) 755-9500
Fax Number : (305) 714-4340

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

Email Address: alopez@secureddebtinvestments.com

Foreign Limited Liability Company
H & P CAPITAL MANAGEMENT II, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02-03
Estimated Charge	\$155.00

SEP 29 2016

Y SINKER

2016 SEP 29 PM 1:34

STATE OF FLORIDA

W16 67392

Electronic Filing Menu

Corporate Filing Menu

Help

H16000242625 3

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. H & P Capital Management II, 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. 47-5380311
(Jurisdiction under the law of which foreign limited liability company is organized) (PEI number, if applicable)

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

5. 2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134
(Street Address of Principal Office)

6. 2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134
(Mailing Address)

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

Name: Larry J. Harris
Office Address: 2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134
(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 of 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.

Larry J. Harris
(Registered agent's signature)

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

Larry J. Harris, Manager
2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134

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)

Larry J. Harris
Signature of 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.817.135, F.S.

Larry J. Harris
Typed or printed name of signer

H16000242625 3

16 SEP 29 PM 12:12

SEP-29-2016 THU 01:04 PM

FAX NO.

P. 03

H16000242625 3

H & P CAPITAL MANAGEMENT II, LLC
2600 S. Douglas Road, Suite 901
Coral Gables, Florida 33134

**WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME
AND CONFIRMATION OF DISSOLUTION**

H & P Capital Management II, LLC, a Florida limited liability company (the "Dissolving Company"), incorporated on November 18, 2015, and filed Articles of Dissolution on September 28th, 2016. The Company will not revoke its dissolution and does hereby grant permission and approve the filing of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida of H & P Capital Management II, LLC, a Delaware limited liability company doing business in Florida as:

H & P Capital Management II, LLC

The undersigned, being an authorized person of the Company has executed this Written Consent Granting Approval for Use of Name and Confirmation of Dissolution on behalf of the Company this 26th day of September, 2016.


Orlando Garcia, Authorized Person

16 SEP 29 12:15

H16000242625 3

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "H & P CAPITAL MANAGEMENT II, 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 TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "H & P CAPITAL MANAGEMENT II, LLC" WAS FORMED ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2015.

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



5838627 8300

SR# 20165975589

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203071972

Date: 09-28-16

H16000242625 3