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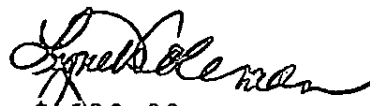
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TALLAHASSEE, FLORIDA
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S Warren

OCT 12 2016

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 322012 7879873
AUTHORIZATION : 
COST LIMIT : \$ 130.00

ORDER DATE : October 6, 2016
ORDER TIME : 10:31 AM
ORDER NO. : 322012-015
CUSTOMER NO: 7879873

FOREIGN FILINGS

NAME: EVOLENT HEALTH LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
XX _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

Evolut Health 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:

Jonathan Weinberg

Name of Person

Evolut Health LLC

Firm/Company

800 North Glebe Road, Suite 500

Address

Arlington, VA 22203

City/State and Zip Code

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

For further information concerning this matter, please call:

_____ at (_____) _____
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. Evolent Health 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. 45-3084136
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

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

5. 800 North Glebe Road Suite 500
Arlington VA, 22203
(Street Address of Principal Office)

6. 800 North Glebe Road Suite 500
Arlington VA 22203
(Mailing Address)

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

Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(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.*

By: Melissa Zender Melissa Zender
(Registered agent's signature) Asst. Vice President

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

Jonathan Weinberg; Secretary and General Counsel See attachment for addresses.
Seth Blacklley, President
Nicky McGrane, CFO

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)

Jonathan Weinberg
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.

Jonathan Weinberg
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

8. Jonathan Weinberg, Secretary and General Counsel, 800 N. Glebe Road, Suite 500, Arlington, VA 22203

Seth Blackley, President, 800 N. Glebe Road, Suite 500, Arlington, VA 22203

Nicholas (Nicky) McGrane, CFO and Treasurer, 800 N. Glebe Road, Suite 500, Arlington, VA 22203

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SECRETARY OF STATE
PALM BEACH, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EVOLENT HEALTH 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 SIXTH DAY OF OCTOBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EVOLENT HEALTH LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2011.

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



5021826 8300

SR# 20166106197

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: 203122923

Date: 10-06-16