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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DEC 30 2016

GRISSIM AND HODGES  
ATTORNEYS AT LAW  
323 UNION STREET, SUITE 400  
NASHVILLE, TENNESSEE 37201

MARK E. MORRISON  
DIRECT DIAL: (615) 345-7006  
mmorrison@grissimhodes.com

TELEPHONE  
(615) 255-7496  
TELECOPIER  
(615) 726-3014

December 28, 2016

*Via Federal Express*

State of Florida  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: RETAIL PARTNERS SANTA, LLC

To Whom It May Concern:

Please find enclosed your cover letter, a check in the amount of \$130.00 for Filing Fee and Certificate of Status, signed application and current Certificate of Existence for filing.

Please call if you have any questions.

Sincerely,  
GRISSIM AND HODGES



Mark E. Morrison

MEM/par

Enclosures

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** RETAIL PARTNERS SANTA, 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:

Mark E. Morrison  
\_\_\_\_\_

Name of Person

Retail Partners Santa, LLC  
\_\_\_\_\_

Firm/Company

323 Union Street, Suite 400  
\_\_\_\_\_

Address

Nashville, TN 37201  
\_\_\_\_\_

City/State and Zip Code

mmorrison@grissimhodes.com  
\_\_\_\_\_

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

For further information concerning this matter, please call:

Mark E. Morrison  
\_\_\_\_\_

at ( 615 ) \_\_\_\_\_

345.7006  
\_\_\_\_\_

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. RETAIL PARTNERS SANTA, 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. Tennessee

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

3. 81-4491351

(FEI number, if applicable)

4. Date of this registration

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

5. 209 29th Avenue North, Suite 150

Nashville, TN 37203

(Street Address of Principal Office)

6.

(Mailing Address)

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

Florida 33324

(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.*

*Nicole Chaurinond*

(Registered agent's signature)

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

Charles Vaughn, Mark Banks - mbs.

209 29th Avenue North, Suite 150

Nashville, TN 37203

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)

*Charles Vaughn*  
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.

*Charles Vaughn*  
Typed or printed name of signee

FILED  
2016 DEC 29 P 12:03  
CLERK OF STATE  
TREASURY FLORIDA



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

**MARK E. MORRISON**  
SUITE 400  
323 UNION STREET  
NASHVILLE, TN 37201

December 1, 2016

**Request Type: Certificate of Existence/Authorization**  
**Request #:** 0221834

**Issuance Date:** 12/01/2016  
**Copies Requested:** 1

**Document Receipt**

**Receipt #:** 002987772 **Filing Fee:** \$20.00  
**Payment-Credit Card - State Payment Center - CC #:** 3689687435 **\$20.00**

**Regarding:** **RETAIL PARTNERS SANTA, LLC**  
**Filing Type:** Limited Liability Company - Domestic  
**Formation/Qualification Date:** 11/28/2016  
**Status:** Active  
**Duration Term:** Perpetual  
**Business County:** DAVIDSON COUNTY

**Control #:** 876464  
**Date Formed:** 11/28/2016  
**Formation Locale:** TENNESSEE  
**Inactive Date:**

**CERTIFICATE OF EXISTENCE**

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

**RETAIL PARTNERS SANTA, LLC**

- \* is a Limited Liability Company duly formed under the law of this State with a date of incorporation and duration as given above;
- \* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- \* has appointed a registered agent and registered office in this State;
- \* has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett  
Secretary of State

Processed By: Cert Web User

**Verification #: 020151417**