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(Requestor's Name)

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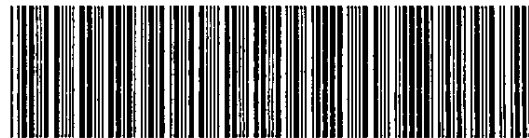
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/10/17

COVER LETTER

FILE 2ND

TO: **Registration Section**
Division of Corporations

SUBJECT: Headwaters Resources, 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:

Janelle Baird

Name of Person

Headwaters Resources, LLC

Firm/Company

10701 S. River Front Parkway, Suite 300

Address

South Jordan, Utah 84095

City/State and Zip Code

seyre@headwaters.com

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

For further information concerning this matter, please call:

Janelle Baird

801

984-9426

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. Headwaters Resources, 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. Utah 3. 27-3648388
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 10/22/2010 - Converted from a corporation to a limited liability company (FL Doc #F10000004671)
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)
5. 10701 S. River Front Parkway, Suite 300
South Jordan, Utah 84095
(Street Address of Principal Office)
6. 10701 S. River Front Parkway, Suite 300
South Jordan, Utah 84095
(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, Florida 33324
(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.

James M. Halpin
Assistant Secretary

James M. Halpin
(Registered agent's signature)

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

Donald P. Newman, CFO & Director

10701 S. River Front Parkway, Suite 300

South Jordan, Utah 84095

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.)

Michael R. Milenhall
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 to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Michael R. Milenhall, Secretary

Typed or printed name of signee

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2017 JAN 23 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "HEADWATERS RESOURCES, 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 THIRTIETH DAY OF NOVEMBER, A.D. 2016.


Jeffrey W. Bullock, Secretary of State

6049835 8300

SR# 20166844711

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

Authentication: 203423560

Date: 11-30-16