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2017 FEB 22 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIMMONS

FEB 23 2017

SUNSHINE CORPORATE

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

2/22/17

Name:	Rainmaker Group Ventures LLC
Document #:	
Order #:	

Certified Copy of Arts & Amend:				
Plain Copy:				
Certificate of Good Standing:				
Apostille/Notarial Certification:			Country of Destination:	
			Number of Certs:	

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Amount: \$ 125.00

Thank you!

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: The Rainmaker Group Ventures, 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:

Keith Nauman

Name of Person

Krevolin & Horst, LLC

Firm/Company

1201 West Peachtree Street, Suite 3250

Address

Atlanta, GA 30309

City/State and Zip Code

tfarley@letitrain.com

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

For further information concerning this matter, please call:

Keith Nauman

404

835-9403

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. The Rainmaker Group Ventures, 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
(Jurisdiction under the law of which foreign limited liability
company is organized)

3. _____
(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. 4550 North Point Parkway, Suite 400
Alpharetta, GA 30022
(Street Address of Principal Office)

6. 4550 North Point Parkway, Suite 400
Alpharetta, GA 30022
(Mailing Address)

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

Name: NRAI Services, Inc.
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.

Patricia A. Boverie
(Registered agent's signature)

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

Bruce Barfield, President
4550 North Point Parkway, Suite 400, Alpharetta, GA 30022

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)

B. Barfield
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.

Bruce Barfield
Typed or printed name of signee

FILED
17 FEB 22 PM 0:54

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE RAINMAKER GROUP VENTURES, 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-FIRST DAY OF FEBRUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "THE RAINMAKER GROUP VENTURES, LLC" WAS FORMED ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2012.

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



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

5227633 8300

SR# 20171066214

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

Authentication: 202069030

Date: 02-21-17

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THE RAINMAKER GROUP VENTURES, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE FIFTEENTH DAY OF OCTOBER, A.D. 2012, AT 2:17 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE FIFTEENTH DAY OF OCTOBER, A.D. 2012, AT 2:17 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "THE RAINMAKER GROUP VENTURES, LLC".



5227633 8100H
SR# 20171066214

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.

Authentication: 202069033
Date: 02-21-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 10/15/2012
FILED 02:17 PM 10/15/2012
SRV 121129338 - 5227633 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF
THE RAINMAKER GROUP VENTURES, LLC
(a Georgia limited liability company)**

**INTO
THE RAINMAKER GROUP VENTURES, LLC
(a Delaware Limited Liability Company)**

PURSUANT TO SECTION 18-214 OF THE DELAWARE LIMITED LIABILITY COMPANY ACT

THE UNDERSIGNED LIMITED LIABILITY COMPANY DOES HEREBY CERTIFY THAT:

FIRST: The jurisdiction where the Non-Delaware Limited Liability Company first formed is the State of Georgia.

SECOND: The jurisdiction immediately prior to filing this Certificate is the State of Georgia.

THIRD: The date the Non-Delaware Limited Liability Company first formed is June 2, 2011.

FOURTH: The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is "THE RAINMAKER GROUP VENTURES, LLC".

FIFTH: The name of the Limited Liability Company, as set forth in its Certificate of Formation, is "THE RAINMAKER GROUP VENTURES, LLC".

IN WITNESS WHEREOF, this Certificate of Conversion has been executed this 15th day of October, 2012.

THE RAINMAKER GROUP VENTURES, LLC

By: 

Bruce A. Barfield, Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 10/15/2012
FILED 02:17 PM 10/15/2012
SRV 121129338 - 5227633 FILE

**STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
THE RAINMAKER GROUP VENTURES, LLC**

FIRST: The name of the limited liability company is "The Rainmaker Group Ventures, LLC".

SECOND: The address of its registered office in the State of Delaware is 160 Greentree Drive, Suite 101, Dover, Delaware 19904, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 15th day of October, 2012.

THE RAINMAKER GROUP VENTURES, LLC

By: 

Bruce A. Barfield, Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 10/15/2012
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