

117000001603

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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(Business Entity Name)

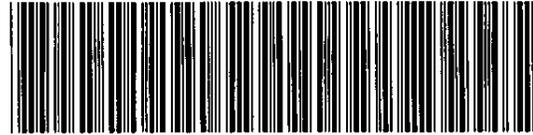
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. SCOTT
FEB 24 2017

Please file first

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

ACCOUNT NO. : I20000000195

REFERENCE : 520626 5021613

AUTHORIZATION :

COST LIMIT : \$ 125.00

[Handwritten Signature]

ORDER DATE : February 22, 2017

ORDER TIME : 9:18 AM

ORDER NO. : 520626-005

CUSTOMER NO: 5021613

FOREIGN FILINGS

NAME: 501 NE HOLDINGS GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

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TALLAHASSEE, FLORIDA

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: 501 NE Holdings GP 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:

Jacquelyn Werner
Name of Person
Wexford Capital LP
Firm/Company
411 West Putnam Ave, Suite 125
Address
Greenwich, CT 06830
City/State and Zip Code
jwerner@wexford.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jacquelyn Werner at (203) 862-7000
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

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TALLAHASSEE, FLORIDA
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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. 501 NE Holdings GP 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 applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (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. 411 West Putnam Ave, Suite 125, Greenwich CT 06830
(Street Address of Principal Office)

6. 411 West Putnam Ave, Suite 125, Greenwich CT 06830
(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: [Signature]
(Registered agent's signature)

Melissa Zender
Asst. Vice President

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

501 NE Holdings Advisors LLC -manager
411 West Putnam Ave, Suite 125
Greenwich CT 06830

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)

[Signature]
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.

Dante Domenichelli Vice President and Secretary
Typed or printed name of signee

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17 FEB 23 AM 8:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "501 NE HOLDINGS GP 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-SECOND DAY OF FEBRUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "501 NE HOLDINGS GP LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2017.

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

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17 FEB 23 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

6323785 8300

SR# 20171148496

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

Authentication: 202081837

Date: 02-22-17