

M170000009980

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

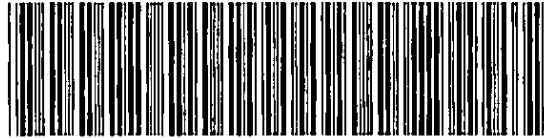
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~WA 17000087866~~

Office Use Only



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Y SULKER



SCHAIN LEIFER GURALNICK
CERTIFIED PUBLIC ACCOUNTANTS

HOWARD SCHAIN, CPA
BARRY H. LEIFER, CPA *DECEASED*
RICHARD S. GURALNICK, CPA
KAREN D. STEIN, CPA

10 EAST 40TH STREET SUITE 2710
NEW YORK, NEW YORK 10016-0348
TELEPHONE 212 679 0380
FACSIMILE 212 689 6923

November 14, 2017

Ms. Yasemin Y. Sulker
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Raycliff Investments LLC
EIN: 75-3175607
REFERENCE #: W17000087866

Dear Ms. Sulker:

I am in receipt of the enclosed letter dated November 2, 2017 sent to our client referenced above requesting a certificate of good standing from the entities incorporation state in order to process the registration and authority to do business in Florida.

Please see attached Certificate of Good Standing from the State of Delaware, dated today November 14, 2017, for the above referenced entity. Please be advised that Effective July 1, 2006, all certificates from the Delaware Division of Corporations database are no longer generated on preprinted forms with blue ink. The Delaware Division of Corporations prints all certificates in black ink on standard white paper inclusive of the Secretary's seal and signature. Please also find validation of the certificate from the State of Delaware attached.

In addition, please correct the name of the Company. The correct name is "Raycliff Investments LLC" not "Baycliff Investments LLC". Please replace the first letter with an "R". Also, the contact name is John Tsadilas not John Isaoilas.

If you should have any questions or need additional information please do not hesitate to call.

Very truly yours.

Sandy Bell
Enc.

2017 NOV 27 PM 2:14
MAILED 108/17



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 2, 2017

JOHN ISAOILAS → TSADILAS
654 MADISON AVENUE, 12TH FLOOR
NEW YORK, NY 10065

SUBJECT ^{→ R} RAYCLIFF INVESTMENTS LLC
Ref. Number: W17000087866

We have received your document for BAYCLIFF INVESTMENTS LLC and your check(s) totaling \$125.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Yasemin Y Sulker
Regulatory Specialist II

Letter Number: 017A00022229

2017 NOV 27 PM 2:14

TALLAHASSEE, FLORIDA

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. RAYCLIFF INVESTMENTS LLC
(Name of Foreign Limited Liability Company, must include "Limited Liability Company," "LLC," or "LLC.")
RAYCLIFF INV LLC
(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "LLC," or "LLC.")
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 75-3175607
(FEI number, if applicable)
4. 10110117
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)
5. 654 MADISON AVE 12th flr
(Street Address of Principal Office)
NEW YORK, NY 10065
6. 654 MADISON AVE 12th flr
(Mailing Address)
NEW YORK, NY 10065

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

Name: STEPHEN M. EMONT

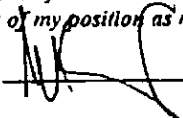
Office Address: 68 SE 6TH ST.

MIAMI, Florida 33131
(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.

X



(Registered agent's signature)

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

Title or Capacity:

Name and Address:

Title or Capacity:

Name and Address:

VP Finance

John Tsodilas
c/o Raycliff Investments
654 MADISON AVE 12th flr
NEW YORK NY 10065

CPA

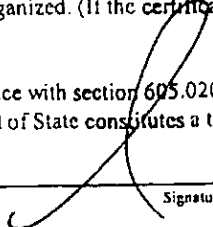
SANDY BELL
c/o Schainbeler Sullivan
10 East 40th St. St 2710
New York NY 10016

(Use attachments if necessary)

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)

10. 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.

X



Signature of an authorized person

BIPPY SIEGAL

Typed or printed name of signer

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RAYCLIFF INVESTMENTS, 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:

JOHN TSAOILAS
Name of Person

RAYCLIFF INVESTMENTS, LLC
Firm/Company

654 MADISON AVENUE, 12TH FLOOR
Address

NEW YORK, NY 10065
City/State and Zip Code

Sandyb@slacpa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandy Bell at (212) 679-0380 ext 314
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

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RAYCLIFF INVESTMENTS 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 FOURTEENTH DAY OF NOVEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RAYCLIFF INVESTMENTS LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF JULY, A.D. 2002.

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.

3552852 8300

SR# 20177077647

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

Authentication: 203567993

Date: 11-14-17