

1/18/2018

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

1180000223053

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((H18000022305 3))



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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

18 JAN 18 AM 10:09
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

Foreign Limited Liability Company
Vapor Shark, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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DATE OF 1/18/2018***

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Help

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Vapor Shark, 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:

Jill Batcher
Name of Person
Frost Brown Todd LLC
Firm/Company
400 W Market Street, 32nd Floor
Address
Louisville, KY 40202
City/State and Zip Code
jbatcher@fbtlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jill Batcher at (502) 779-8725
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. Vapor Shark, 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. (FBI 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. 5000 SW 75 Avenue, Ste 120 (Street Address of Principal Office) Miami, FL 33155

6. 5201 Interchange Way (Mailing Address) Louisville, KY 40299

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

Name: CT Corporation System Office Address: 1260 South Pine Island Road Plantation, Florida 33324

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.

CT Corporation System By: James M. Halpin Assistant Secretary

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

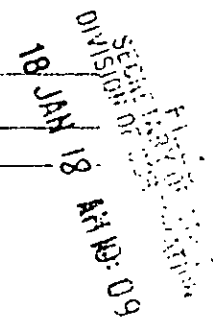
Table with 4 columns: Title or Capacity, Name and Address, Title or Capacity, Name and Address. Rows include President, CEO and M; Vice President; Chief Financial Officer; Secretary and Manag.

(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.

Signature of an authorized person: J.L. Dattcher (Typed or printed name of signor)



Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VAPOR SHARK, 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 EIGHTEENTH DAY OF JANUARY, A.D. 2018.

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

18 JAN 18 AM 10:09
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS



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

6468130 8300

SR# 20180334542

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

Authentication: 201991971

Date: 01-18-18

SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JAN 18 AM 10:09

AFFIDAVIT

1. The undersigned, Mark A. Stegeman, Chief Financial Officer of Turning Point Brands, Inc., a Delaware corporation, and Vapor Shark, LLC, a Delaware limited liability company (the "Company"), makes the representations herein based upon actual knowledge.

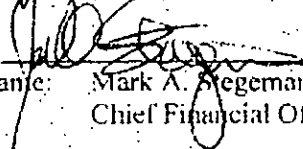
2. This affidavit relates to a request for a foreign qualification in Florida for the Company where the name of "Vapor Shark, Inc." already exists, therefore rendering the name designated in the Company's document unavailable since it is the same as, or it is not distinguishable from, the name of an administratively dissolved/revoked entity.

3. The affiant hereby states that the entities Vapor Shark, Inc., a Florida corporation, and Vapor Shark, LLC are wholly-owned, directly or indirectly, and operated by Turning Point Brands, Inc., a Delaware corporation. Turning Point Brands, Inc. has no intention of reinstating Vapor Shark, Inc. as a Florida corporation, therefore leaving the name "Vapor Shark, LLC" available for use by the Company.

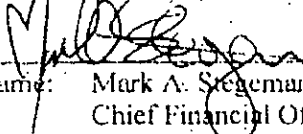
4. Under Florida law, names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Florida Department of State with an affidavit or letter stating that it has no intention of reinstating, therefore, releasing the name for use to another entity.

5. The purpose of this affidavit is to provide record evidence of ownership and release of the name, Vapor Shark, Inc. thereby providing for the use of the name Vapor Shark, LLC with the Florida Department of State.

Turning Point Brands, Inc.
a Delaware corporation

By: 
Print Name: Mark A. Stegeman
Title: Chief Financial Officer

Vapor Shark, LLC
a Delaware limited liability company

By: 
Print Name: Mark A. Stegeman
Title: Chief Financial Officer

STATE OF Florida)
)
COUNTY OF Miami Dade) SS.

The foregoing instrument was executed, sworn to, and acknowledged before me on the 22 day of January 2018, by Mark a. Stegeman, Chief Financial Officer of Vapor Shark, LLC, a Delaware limited liability company, and Turning Point Brands, Inc., a Delaware corporation.



KETH R. HOELZEL
MY COMMISSION # FF 965122
Exp. 02/28/2020
Notary Services


Notary Public
My commission expires 2/28/2020

This instrument was prepared by:

James A. Gjesel, Esq.
FROST BROWN TODD LLC
400 West Market Street
32nd Floor
Louisville, KY 40202

18 JAN 18 AM 10:09
DIVISION OF CONSUMER PROTECTION
STATE OF FLORIDA

850-617-6381

1/19/2018 10:40:17 AM PAGE 1/001 Fax Server



January 19, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AUBREY WEIBEL
1209 N ORANGE ST
WILMINGTON, DE 19801US

SUBJECT: VAPOR SHARK, LLC
REF: W18000005352

We have received your document for VAPOR SHARK, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Please return the corrected original and one copy of your document, along with 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.

Brittany M Figueroa
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H18000022305
Letter Number: 718A00001199

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