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(Address)

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ATTORNEYS AND COUNSELORS

Kimberly Faussete
Paralegal
kfaussete@velawoodlaw.com

5307 E. Mockingbird Lane, Suite 802
Dallas, TX 75206
(o) 214.821.2300 (f) 214.821.2844

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July 2, 2019

Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
Via FedEx: 7756.2178.5787

Dear Sir or Madam:

This firm represents Shiftkey, LLC. Enclosed please find the following documents as they pertain to registering a foreign limited liability company in the state of Florida:

1) The executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, in duplicate (the "**Application**");
2) The Certificate of Fact confirming active status, in duplicate; and
3) Check No. 2532 in the amount of $125.00 to pay all filing expenses.

Please file the Application and return a file stamped copy to my attention at the address listed above. If you have any questions or wish to discuss, please feel free to contact me by phone or email.

Sincerely,

Kimberly Faussete,
Paralegal to Kevin Vela

Enclosures

# COVER LETTER

**TO:** **Registration Section**
**Division of Corporations**

**SUBJECT:** Shiftkey, 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:

Kim Faussete
Name of Person

Vela Wood P.C.
Firm/Company

5307 E. Mockingbird Lane, Suite 802
Address

Dallas, Texas 75206
City/State and Zip Code

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

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For further information concerning this matter, please call:

Kim Faussete at (214) 821-2300
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:
Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- ■ $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. Shiftkey, 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. Texas
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 81-3148615
(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. 2816 Thomas, #5
(Street Address of Principal Office)
Dallas, Texas 75204

6. 5237 Summerlin Commons Boulevard, Suite 400
(Mailing Address)
Fort Meyers, Florida 33907

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

Name: Legalinc Corporate Services Inc.

Office Address: 5237 Summerlin Commons Boulevard, Suite 400

Fort Meyers (City), Florida 33907 (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.***

_____
(Registered agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

| Title or Capacity: | Name and Address: | Title or Capacity: | Name and Address: |
|---|---|---|---|
| ■ Manager | Name: Tom Ellis | ☐ Manager | Name: |
| ☐ Member | Address: 2816 Thomas, #5 | ☐ Member | Address: |
| ☐ Authorized Person | Dallas, Texas 75204 | ☐ Authorized Person | |
| ☐ Other | ☐ Other | ☐ Other | ☐ Other |
| ■ Manager | Name: Matt Creason | ☐ Manager | Name: |
| ☐ Member | Address: 2816 Thomas, #5 | ☐ Member | Address: |
| ☐ Authorized Person | Dallas, Texas 75204 | ☐ Authorized Person | |
| ☐ Other | ☐ Other | ☐ Other | ☐ Other |
| ☐ Manager | Name: | ☐ Manager | Name: |
| ☐ Member | Address: | ☐ Member | Address: |
| ☐ Authorized Person | | ☐ Authorized Person | |
| ☐ Other | ☐ Other | ☐ Other | ☐ Other |

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Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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.

DocuSigned by:
Matt
B4E9A15A38B141D...

Signature of an authorized person

Matt Creason

Typed or printed name of signee

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Jose A. Esparza
Deputy Secretary of State

# Office of the Secretary of State

## Certificate of Fact

The undersigned, as Deputy Secretary of State of Texas, does hereby certify that the document, Certificate of Formation for ShiftKey, LLC (file number 802490813), a Domestic Limited Liability Company (LLC), was filed in this office on June 30, 2016.

It is further certified that the entity status in Texas is in existence.

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on July 01, 2019.

Jose A. Esparza
Deputy Secretary of State