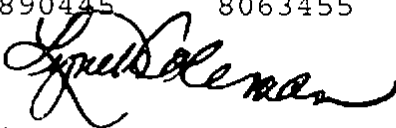


Y SCOTT
AUG 21 2019

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

ACCOUNT NO. : I20000000195
REFERENCE : 890445 8063455
AUTHORIZATION : 
COST LIMIT : \$ 125.00

ORDER DATE : August 19, 2019

ORDER TIME : 9:05 AM

ORDER NO. : 890445-005

CUSTOMER NO: 8063455

FOREIGN FILINGS

NAME: POWERED BY WE LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER: _____

FILED
2019 AUG 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Powered by We 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:

Name of Person

Firm/Company

Address

City/State and Zip Code

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

2019 AUG 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

For further information concerning this matter, please call:

Name of Contact Person

at ()

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. Powered by We 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. New York

(Jurisdiction under the law of which foreign limited liability company is organized)

3. 82-3779356

(FEI number, if applicable)

4. Upon filing

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability.)

5. 115 W 18th Street

(Street Address of Principal Office)

New York, NY 10011

6. 115 W 18th Street, Attn: Legal Department

(Mailing Address)

New York, NY 10011

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

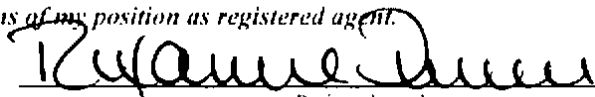
(City)

Florida 32301

(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)

Roxanne Turner
Asst. Vice President

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:

President, CFO and Treasurer

Arthur Minson

115 W 18th Street, New York, NY 10011

COO, Chief Legal Officer and Secretary

Jennifer Berrent

115 W 18th Street, New York, NY 10011

Deputy CFO and Assistant Treasurer

Mark Fitzpatrick

115 W 18th Street, New York, NY 10011

Assistant Secretary

Jared DeMatteis

115 W 18th Street, New York, NY 10011

(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

Jared DeMatteis

Typed or printed name of signee

State of New York Department of State } ss:

I hereby certify, that POWERED BY WE LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 12/07/2017, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 19th day of August
two thousand and nineteen.*

Brendan C. Hughes

Brendan C. Hughes
Deputy Secretary of State

201908200010 • 45

2019 AUG 20 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED