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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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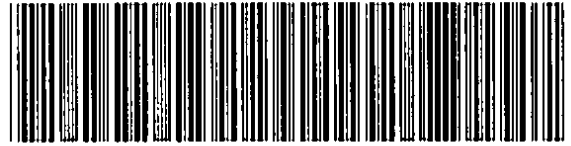
(Business Entity Name)

(Document Number)

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2017 FEB 28 A 10 32  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

EAR 101

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** GERT GUNTER, LLC, SERIES 5

\_\_\_\_\_  
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:

ADAM O. KIRWAN

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Firm/Company

301 N. FERNCREEK AVE., SUITE C

\_\_\_\_\_  
Address

ORLANDO, FL 32803

\_\_\_\_\_  
City/State and Zip Code

adam@kirwanlawfirm.com

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

For further information concerning this matter, please call:

ADAM KIRWAN

407

210-6622

at (\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
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. GERT GUNTER, L.L.C., SERIES 5

(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. 32-0508587

(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. 301 N. FERNCREEK AVENUE

(Street Address of Principal Office)

6. 301 N. FERNCREEK AVENUE

(Mailing Address)

SUITE C

SUITE C

ORLANDO, FL 32803

ORLANDO, FL 32803

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

Name: KLF MANAGEMENT SERVICES, L.L.C.

Office Address: 301 N. FERNCREEK AVENUE, SUITE C

ORLANDO

(City)

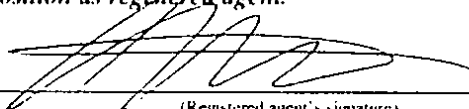
, Florida

32803

(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)

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2008 FEB 28 A 8:32  
REC'D BY MAIL ROOM  
TALLAHASSEE, FL 32304

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]:

| <u>Title or Capacity:</u>                   | <u>Name and Address:</u>                  |
|---|---|
| <input checked="" type="checkbox"/> Manager | Name: <u>KLF Management Services, LLC</u> |
| <input type="checkbox"/> Member             | Address: <u>301 N. FERNCREEK AVE.</u>     |
| <input type="checkbox"/> Authorized         | <u>SUITE C</u>                            |
| Person                                      | <u>ORLANDO, FL 32803</u>                  |
| <input type="checkbox"/> Other _____        | <input type="checkbox"/> Other _____      |

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| <input type="checkbox"/> Manager     | Name: _____                          |
| <input type="checkbox"/> Member      | Address: _____                       |
| <input type="checkbox"/> Authorized  | _____                                |
| Person                               | _____                                |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| <input type="checkbox"/> Manager     | Name: _____                          |
| <input type="checkbox"/> Member      | Address: _____                       |
| <input type="checkbox"/> Authorized  | _____                                |
| Person                               | _____                                |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |

| <u>Title or Capacity:</u>            | <u>Name and Address:</u>             |
|--------------------------------------|--------------------------------------|
| <input type="checkbox"/> Manager     | Name: _____                          |
| <input type="checkbox"/> Member      | Address: _____                       |
| <input type="checkbox"/> Authorized  | _____                                |
| Person                               | _____                                |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |

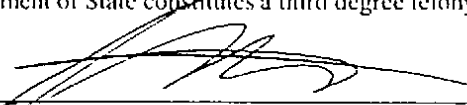
|                                      |                                      |
|--------------------------------------|--------------------------------------|
| <input type="checkbox"/> Manager     | Name: _____                          |
| <input type="checkbox"/> Member      | Address: _____                       |
| <input type="checkbox"/> Authorized  | _____                                |
| Person                               | _____                                |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |

|                                      |                                      |
|--------------------------------------|--------------------------------------|
| <input type="checkbox"/> Manager     | Name: _____                          |
| <input type="checkbox"/> Member      | Address: _____                       |
| <input type="checkbox"/> Authorized  | _____                                |
| Person                               | _____                                |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |

**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.



Signature of an authorized person

ADAM O. KIRWAN, MANAGER, KLF MANAGEMENT SERVICES, LLC

Typed or printed name of signer

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GERT GUNTER, 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-FIFTH DAY OF FEBRUARY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "GERT GUNTER, LLC" IS A SERIES LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GERT GUNTER, LLC" WAS FORMED ON THE NINETEENTH DAY OF MARCH, A.D. 2018.

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



6805886 8300E

SR# 20201462973

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202453152

Date: 02-25-20

**State of Delaware  
Limited Liability Company  
Certificate of Formation**

This certificate of formation is being executed for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del.C. 18-101, et Seq.

**FIRST:** The name of the limited liability company is:

**GERT GUNTER, LLC.**

**SECOND:** The address of its registered office in the State of Delaware is 8 The Green, Ste. A, Dover, DE 19901. The name of its Registered Agent at such address is A Registered Agent, Inc.

**THIRD:** The members agree to be bound by the signed Limited Liability Company Agreement(s) except as they may be contradicted by the Limited Liability Company Act of the State of Delaware.

**FOURTH:** This Certificate of Formation establishes one hundred (100) separate Series of this Limited Liability Company. Said Series may be referred to as: GERT GUNTER, LLC, SERIES 1; GERT GUNTER, LLC, SERIES 2; etc., or any other method that reasonably describes the particular Series relevant to the intended transaction.

**Take Notice of the limitation on liabilities of a series as referenced in this Certificate of Formation and as set forth in 6 Del.C. 18-215. The debts, liabilities and obligations incurred, contracted for or otherwise existing with respect to a particular series shall be enforceable against the assets of such series only, and not against the assets of the limited liability company generally or any other series thereof, and, unless otherwise provided in the limited liability company agreement, none of the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to the limited liability company generally or any other series thereof shall be enforceable against the assets of such series.**

**FIFTH:** No member or members of the limited liability company shall have the right to assign their interest in the limited liability company, whether voluntarily or involuntarily, without the unanimous written agreement of all of the members (the "Required Unanimous Vote"), unless otherwise provided in the limited liability company's operating agreement. If an assignment of a membership interest is not approved by the Required Unanimous Vote, the assignee (which includes, without limitation, the holder of a charging order) shall have no right to (i) become a member of the limited liability company, (ii) participate in the management of the limited liability company, or (iii) exercise any rights or powers of a member and/or manager. The assignee shall merely be entitled to receive the share of profits and other distributions to which the assignor was entitled, to the extent assigned. Any such assignee shall be allocated and report all items of income, gain, loss, deduction, credit or other tax allocation (a "Taxable Item") on such assignee's income tax returns each year to the same extent the assignor would have been allocated such Taxable Items and the assignee shall receive the federal and all relevant state Forms K-1 with respect to such allocations. Each Member (and any future assignee(s), including, without limitation, the holder of a charging order) is put on notice that (i) the Managers may make investment decisions that may produce significant income tax liability to the Members and assignees and that corresponding distributions with which to pay such income tax liability may not be made and (ii) that the terms of the operating agreement provide that (a) this is reasonable, and (b) does not constitute a breach of fiduciary duty by the Managers.

**IN WITNESS WHEREOF**, I, the undersigned, being fully authorized to execute and file this document, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, do make this Certificate of Formation, acknowledging under the penalties of perjury in the third degree, hereby declaring and certifying that this instrument is my act and deed and the facts herein are true, pursuant to 6 Del.C. 18-204 and accordingly have hereunto set my hand this 19<sup>th</sup> day of March, 2018.

KLF Management Services, LLC

BY: 

Adam B. Kirwan, J.D., LL.M., Manager