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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

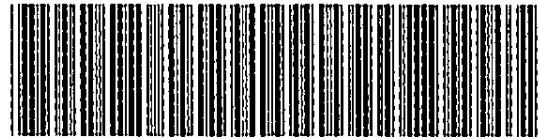
(Business Entity Name)

(Document Number)

ertified Copies _____ Certificates of Status _____

pecial Instructions to Filing Officer:

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MAY 29 AM 11:18
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2020 MAY 21 PM 4:00
JUL 02 2020

WFO 5848

JUL 02 2020

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: JES SPECIAL OPPORTUNITIES VENTURE FUND GP 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:

STUART HOWITT

Name of Person

JES GLOBAL CAPITAL GP LLC

Firm/Company

4095 STATE RD 7 SUITE L306

Address

WELLINGTON FL 33449

City/State and Zip Code

SHOWITT@JESGLOCAP.COM

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

For further information concerning this matter, please call:

STUART HOWITT

954

658-8198

at (_____) _____

Name of Contact Person

Area Code

Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 2, 2020

STUART HOWITT
4095 STATE RD 7 STE L306
WELLINGTON, FL 33449

SUBJECT: JES SPECIAL OPPORTUNITIES VENTURE FUND GP LLC
Ref. Number: W20000053625

We have received your document for JES SPECIAL OPPORTUNITIES VENTURE FUND GP LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 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.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 320A00010853

RECEIVED
JUN 29 2020

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. JES SPECIAL OPPORTUNITIES VENTURE FUND GP 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. 85-1065666
(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. 222 LAKEVIEW AVE
(Street Address of Principal Office)

6. 4095 STATE RD 7
(Mailing Address)

SUITE 1660 SUITE L306

WEST PALM BEACH FL 33401 WELLINGTON FL 33449

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


Name: STUART HOWITT

Office Address: 2003 W CYPRESS CREEK RD 102

FT LAUDERDALE 33309
(City) Florida (Zip code)

red agent's acceptance:

been named as registered agent and to accept service of process for the above stated limited liability company at the place
ed in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree
v with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with
at 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:**

☒ Manager Name: ELLIOT SMERLING

☐ Member Address: 4095 STATE RD 7

☐ Authorized SUITE L 306

WELLINGTON FL 33449

 Person

☐ Other _____ ☐ Other _____

Title or Capacity: **Name and Address:**

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

 Person

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

 Person

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

 Person

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

 Person

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

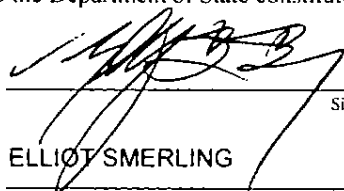
 Person

☐ Other _____ ☐ Other _____

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

This document 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 and a sworn translator must be submitted)

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information provided 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

ELLIOT SMERLING

Typed or printed name of signee

 **DEPARTMENT OF THE TREASURY**
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 05-15-2020

Employer Identification Number:
85-1065666

Form: SS-4

Number of this notice: CP 575 A

JES SPECIAL OPPORTUNITIES VENTURE
FUND GP LLC
ELLIOT S SMERLING MBR
4095 S STATE ROAD 7 NUM L306
WELLINGTON, FL 33449

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 85-1065666. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 941	01/31/2021
Form 940	01/31/2021
Form 1065	03/15/2021

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

A limited liability company (LLC) may file Form 8832, *Entity Classification Election*, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, *Election by a Small Business Corporation*. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.
- Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub.

Your name control associated with this EIN is JESS. You will need to provide this information, along with your EIN, if you file your returns electronically.

Thank you for your cooperation.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JES SPECIAL OPPORTUNITIES VENTURE FUND GP, 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-FOURTH DAY OF JUNE, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JES SPECIAL OPPORTUNITIES VENTURE FUND GP, LLC" WAS FORMED ON THE TWELFTH DAY OF MAY, A.D. 2020.

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



7967885 8300

SR# 20205875512

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

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

Authentication: 203165764

Date: 06-24-20

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "JES SPECIAL
OPPORTUNITIES VENTURE FUND GP, LLC", FILED IN THIS OFFICE ON
THE TWELFTH DAY OF MAY, A.D. 2020, AT 5:11 O'CLOCK P.M.



7967885 8100
SR# 20203791631

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

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.

Jeffrey W. Bullock, Secretary of State

Authentication: 202920878
Date: 05-12-20

575A

05-15-2020 JESS B 9999999999 SS-4

Keep this part for your records.

CP 575 A (Rev. 7-2007)

Return this part with any correspondence
so we may identify your account. Please
correct any errors in your name or address.

CP 575 A

999999999999

Your Telephone Number Best Time to Call

DATE OF THIS NOTICE: 05-15-2020
EMPLOYER IDENTIFICATION NUMBER: 85-1065666
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
INNA TI OH 45999-0023
|||

JES SPECIAL OPPORTUNITIES VENTURE
FUND GP LLC
ELLIOT S SMERLING MBR
4095 S STATE ROAD 7 NUM L306
WELLINGTON, FL 33449

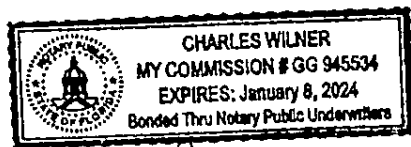
CERTIFICATE OF FORMATION

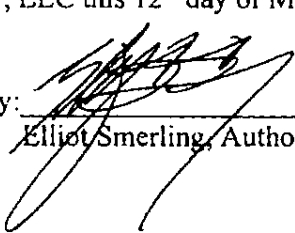
OF

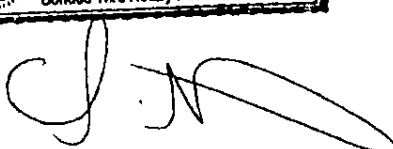
JES SPECIAL OPPORTUNITIES VENTURE FUND GP, LLC

- FIRST:** The name of the limited liability company is JES Special Opportunities Venture Fund GP, LLC (the "**Company**").
- SECOND:** The address of the Company's registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808 in the County of New Castle. The name of the Company's registered agent is Corporation Service Company.
- THIRD:** The debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Company, and no member or manager of the Company shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a member or acting as a manager of the Company.
- FOURTH:** This Certificate of Formation is effective upon filing.
- FIFTH:** The Company shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of JES Special Opportunities Venture Fund GP, LLC this 12th day of May, 2020.



By: 
Elliot Smerling, Authorized Person


5/12/2020
Appeared before me