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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2020 DEC -7 PM 3: 05

FILED

DEC -7 2020
K. Brumbley



Commissioner Russell C. Weigel, III

December 4, 2020

VIA INTEROFFICE MAIL

Ms. Melanie Solomon or
Mr. Kyle Brumbley
Registration Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Solomon or Mr. Brumbley :

Please file the enclosed Registration of a Foreign LLC for Briar Hall Management, LLC, Nashville, Tennessee at your earliest convenience.

Enclosed is check No. 010708, totaling \$125.00, payable to the Division of Corporations. The check represents payment for the filing fee. If you have any questions, please do not hesitate to contact Jason Guevara at Jason.guevara@fllofr.com or at 850-410-9513.

Sincerely,

Jason M. Guevara
Financial Administrator
Division of Financial Institutions

Y D'K

YTTERBERG DEERY KNULL LLP

3737 Buffalo Speedway, Suite 1500
Houston, Texas 77098-3738

BRYAN A. PHILLIPS
713 980 7707 *direct*
bphillips@ydklaw.com

713 980 7700 *main*
844 272 0807 *fax*
www.ydklaw.com

November 23, 2020

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

Re: Briar Hall Management LLC

Dear Sir or Madam:

On behalf of Briar Hall Management LLC, enclosed is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, together with a check in the amount of \$125 for the filing fee. If you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,



Bryan A. Phillips

Enclosures

cc: Ms. Dulcie L. Truitt
Mr. Alan V. Ytterberg (Firm)

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. Briar Hill Management LLC
(Name of Foreign Limited Liability Company, must include "Limited Liability Company," "LLC," 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," "LLC," or "LLC.")

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

3. _____
(FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0904 & 605.0903, F.S. to determine penalty liability)

5. 511 Union Street, Suite 735
(Street Address of Principal Office)

Nashville, TN 37219

6. 511 Union Street, Suite 735
(Mailing Address)

Nashville, TN 37219

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

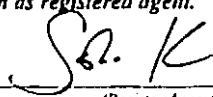
Name: Ward Damon Business Services, LLC

Office Address: 4420 Beacon Circle

West Palm Beach, Florida 33407
(City) (Zip code)

2020 DEC -7 PM 3:33
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
 Manager Name: Harold B. Smith, Jr.
 Member Address: 511 Union Street, Suite 735
 Authorized Nashville, TN 37219
Person _____
 Other Director Other _____

Title or Capacity: Name and Address:
 Manager Name: William G. Brown
 Member Address: 511 Union Street, Suite 735
 Authorized Nashville, TN 37219
Person _____
 Other Director Other _____

Manager Name: Malcolm M. Brown
 Member Address: 511 Union Street, Suite 735
 Authorized Nashville, TN 37219
Person _____
 Other Director Other _____

Manager Name: Jonathan C. Hamill
 Member Address: 511 Union Street, Suite 735
 Authorized Nashville, TN 37219
Person _____
 Other Director Other _____

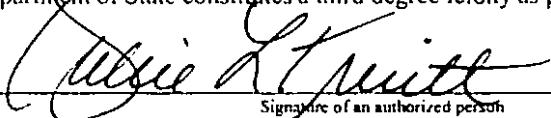
Manager Name: Sophie P.B. Hawkins
 Member Address: 511 Union Street, Suite 735
 Authorized Nashville, TN 37219
Person _____
 Other Director Other _____

Manager Name: Kimberly H. Dietz
 Member Address: 511 Union Street, Suite 735
 Authorized Nashville, TN 37219
Person _____
 Other Director 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

Dulcie L. Truitt, President and CEO

Typed or printed name of signee

BRIAR HALL MANAGEMENT LLC

ATTACHMENT TO APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage:

David H.B. Smith Jr.
511 Union Street, Suite 735
Nashville, TN 37219
Title: Director

Eleanor W. Dorr
511 Union Street, Suite 735
Nashville, TN 37219
Title: Director

Lesa A. Rider
511 Union Street, Suite 735
Nashville, TN 37219
Title: Director



Tre Hargett
Secretary of State

**Division of Business Services
Department of State**

State of Tennessee
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

YTTERBERG DEERY KNULL LLP
LAURA DAVIS
STE. 1500
3737 BUFFALO SPEEDWAY
HOUSTON, TX 77098-3738

November 18, 2020

Request Type: Certificate of Existence/Authorization
Request #: 0390399

Issuance Date: 11/18/2020
Copies Requested: 1

Document Receipt

Receipt #: 005896213 Filing Fee: \$20.00
Payment-Credit Card - State Payment Center - CC #: 3793217722 \$20.00

Regarding: Briar Hall Management LLC

Filing Type: Limited Liability Company - Domestic
Formation/Qualification Date: 05/11/2016
Status: Active
Duration Term: Perpetual
Business County: DAVIDSON COUNTY

Control #: 848098
Date Formed: 05/16/2016
Formation Locale: TENNESSEE
Inactive Date:

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

Briar Hall Management LLC

- * is a Limited Liability Company duly formed under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, interest, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

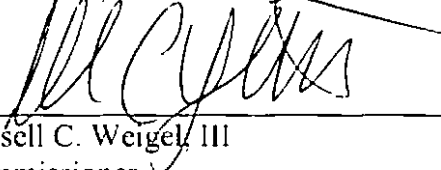
Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 042928634

APPROVED by the Office of Financial Regulation this 4th day of
December, 2020.

Tallahassee, Leon County, Florida



Russell C. Weigel, III
Commissioner
Office of Financial Regulation