

4/12/2021

Division of Corporations

MA 100004257

Florida Department of State  
Division of Corporations  
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**Foreign Limited Liability Company**  
**Newfoundland Capital Management US, LLC**

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# 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. NEWFOUNDLAND CAPITAL MANAGEMENT U.S. 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," "LLC," or "LLC")

2. Delaware 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (E.E.I. 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. 7301 SW 57th Ct. 6. 7301 SW 57th Ct.  
(Street Address of Principal Office) (Mailing Address)

South Miami, FL 33143

South Miami, FL 33143

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

Name: Jonathan Rosenthal

Office Address: 7301 SW 57th Ct.

South Miami, Florida 33143  
(City) (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.

By: /s/ Jonathan Rosenthal  
(Registered agent's signature)

2021 APR 12 AM 10:24  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

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>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: <u>Jonathan Rosenthal</u>	<input type="checkbox"/> Manager	Name: _____
<input checked="" type="checkbox"/> Member	Address: <u>7301 SW 57th Ct.</u>	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	<u>South Miami, FL 33143</u>	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
 <input type="checkbox"/> Manager	Name: _____	 <input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
 <input type="checkbox"/> Manager	Name: _____	 <input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<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.

/s/ Jonathan Rosenthal

Signature of an authorized person

Jonathan Rosenthal

Typed or printed name of signee

# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "NEWFOUNDLAND CAPITAL MANAGEMENT US, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF CONVERSION", FILED THE FIRST DAY OF APRIL, A.D. 2021, AT 7:49 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE FIRST DAY OF APRIL, A.D. 2021, AT 7:49 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "NEWFOUNDLAND CAPITAL MANAGEMENT US, INC." TO "NEWFOUNDLAND CAPITAL MANAGEMENT US, LLC", FILED THE FIRST DAY OF APRIL, A.D. 2021, AT 7:52 O'CLOCK P.M.

CERTIFICATE OF FORMATION, FILED THE FIRST DAY OF APRIL, A.D. 2021, AT 7:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



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.

5778706 8315

SR# 20211241521

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

Authentication: 202935479

Date: 04-09-21

# Delaware

The First State

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AFORESAID LIMITED LIABILITY COMPANY, "NEWFOUNDLAND CAPITAL  
MANAGEMENT US, LLC".

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



5778706 8315

SR# 20211241521

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

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

Authentication: 202935479

Date: 04-09-21