

M21000005113

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : CAPITOL SERVICES, INC.
Account Number : 120160000017
Phone : (855) 498-5500
Fax Number : (800) 432-3622

2021 APR 29 PM 2:23

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**Foreign Limited Liability Company
BA CLEMATIS BANYAN GP, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

*****PLEASE FILE FIRST,
PRIOR TO THE QUAL.
FOR BA CLEMATIS
BANYAN, LP*****

AFn 20

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BA Clematis Banyan 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:

Christina T. Rodriguez

Name of Person

c/o Haynes and Boone, LLP

Firm/Company

2323 Victory Avenue, Suite 700

Address

Dallas, Texas 75219

City/State and Zip Code

adam@midnightholdings.com

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

For further information concerning this matter, please call:

Adam Demark

Name of Contact Person

at (917)

Area Code

514.6546

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

**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. BA Clematis Banyan 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 3. None
(Jurisdiction under the law of which foreign limited liability company is organized) (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. 440 Royal Palm Way, Suite 100 6. 440 Royal Palm Way, Suite 100
(Street Address of Principal Office) (Mailing Address)

Palm Beach, Florida 33480

Palm Beach, Florida 33480

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

Name: Adam Demark

Office Address: 440 Royal Palm Way, Suite 100

Palm Beach, Florida 33480

(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.

/s/ Adam Demark

(Registered agent's signature)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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>Adam Demark</u>	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: <u>440 Royal Palm Way, Suite 100</u>	<input type="checkbox"/> Member	Address: _____
<input checked="" type="checkbox"/> Authorized	<u>Palm Beach, Florida 33480</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/ Adam Demark

Signature of an authorized person

Adam Demark

Typed or printed name of signer

April 28, 2021

4847.8273.9687

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2021 APR 29 AM 8:39
ALLAHAMMAD, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BA CLEMATIS BANYAN 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-NINTH DAY OF APRIL, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BA CLEMATIS BANYAN GP, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2021.

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

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2021 APR 29 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



5878328 8300

SR# 20211509162

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: 203088313

Date: 04-29-21