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5/15/21

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: USA Rare Earth, 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:

David Kronenfeld

Name of Person

USA Rare Earth, LLC

Firm/Company

1700 S MacDill Ave, Ste. 340

Address

Tampa, FL 33629

City/State and Zip Code

david.kronenfeld@usare.com

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

For further information concerning this matter, please call:

David Kronenfeld

336

708-1127

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

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. USA Rare Earth, 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. _____
(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. 1700 S MacDill Ave, Ste. 340
(Street Address of Principal Office)

6. 1700 S MacDill Ave, Ste. 340
(Mailing Address)

Tampa, FL 33629 Tampa, FL 33629

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

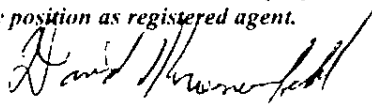
Name: David Kronenfeld

Office Address: 1700 S. MacDill Ave., Ste. 340

Tampa, Florida 33629
(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.



(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: Pini Althaus
☐ Member Address: 1700 S. MacDill Ave., Ste. 340
☐ Authorized Tampa, FL 33629
Person
☐ Other ☐ Other

☐ Manager Name: David Kronenfeld
☐ Member Address: 1700 S. MacDill Ave., Ste 340
☒ Authorized Tampa, FL 33629
Person
☐ Other ☐ Other

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
Person
☐ Other ☐ Other

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

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
Person
☐ Other ☐ Other

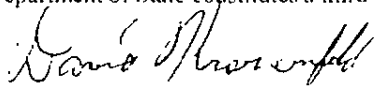
☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
Person
☐ Other ☐ Other

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
Person
☐ Other ☐ Other

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

David Kronenfeld

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 "USA RARE EARTH, 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 FIFTEENTH DAY OF APRIL, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "USA RARE EARTH, LLC" WAS FORMED ON THE SIXTH DAY OF MAY, A.D. 2019.

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



7406224 8300

SR# 20211304538

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.

Authentication: 202973476

Date: 04-15-21