M22000016723

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2022 OCT 28 AM 11:20

2022 OCT 28 AM 11:16

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallhassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 084779 7933714

AUTHORIZATION : [signature]

COST LIMIT : $ 125.00

ORDER DATE : October 28, 2022

ORDER TIME : 9:55 AM

ORDER NO. : 084779-005

CUSTOMER NO: 7933714

FOREIGN FILINGS

NAME: HEADWATER RESOURCES LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER: _____

COVER LETTER

TO: **Registration Section**
Division of Corporations

SUBJECT: Headwater Resources, 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:

Matthew McVeigh
Name of Person

I Squared Capital
Firm/Company

600 Brickell Avenue, 40th Floor PH,
Address

Miami, FL 33131
City/State and Zip Code

legal@isquaredcapital.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ 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. Headwater Resources LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Ondine Resources 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. Delware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 88-3879958
(FEI number, if applicable)

4. n/a
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 10100 Santa Monica Boulevard, Suite 300
Los Angeles, CA 90067
(Street Address of Principal Office)

6. same as Principle
(Mailing Address)

2022 OCT 26 AM 11:20

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(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.

Corporation Service Company

By: Eylina Baker
Assistant Vice President
(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:	Title or Capacity:	Name and Address:
☐Manager	Name: Headwater Resources Holdings LLC	☐Manager	Name: Sadek Wahba
☒Member	Address: 600 Brickell Avenue	☐Member	Address: 600 Brickell Ave
☐Authorized	40th Floor PH	■Authorized	40th Floor PH
Person	Miami, FL 33131	Person	Miami, FL 33131
☐Other_____	☐Other_____	☐Other_____	☐Other_____
☐Manager	Name:	☐Manager	Name:
☐Member	Address:	☐Member	Address:
☐Authorized		☐Authorized	
Person		Person	
☐Other_____	☐Other_____	☐Other_____	☐Other_____
☐Manager	Name:	☐Manager	Name:
☐Member	Address:	☐Member	Address:
☐Authorized		☐Authorized	
Person		Person	
☐Other_____	☐Other_____	☐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

Sadek Wahba

Typed or printed name of signee

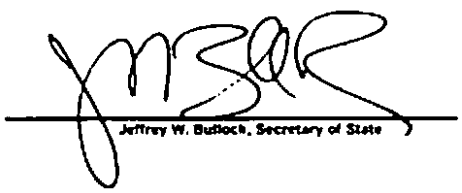
Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEADWATER RESOURCES 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-EIGHTH DAY OF OCTOBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEADWATER RESOURCES LLC" WAS FORMED ON THE SECOND DAY OF JUNE, A.D. 2022.

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



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SR# 20223884277

Authentication: 204727240

Date: 10-28-22

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