

Division of Corporations
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To:

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Foreign Limited Liability Company
SPRUCE ROCK CAPITAL LLC

Certificate of Status	0
Certified Copy	1
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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. SPRUCE ROCK CAPITAL LLC

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

SPRUCE ROCK CAPITAL, L.L.C.

(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.")

Delaware

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

3. (FEI number, if applicable)

2022

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

1 North Breakers Row

1 North Breakers Row

5. (Street Address of Principal Office)

6. (Mailing Address)

Apt. 454

Apt. 454

Palm Beach, FL 33480

Palm Beach, FL 33480

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

Name: Alan Scheuer

Office Address: 1 North Breakers Row

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.

Alan Scheuer

Alan Scheuer (Nov 1, 2022 12:00 EDT)

(Registered agent's signature)

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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>
☐ Manager	Name: <u>Alan Scheuer</u>	☐ Manager	Name: _____
☐ Member	Address: <u>1 North Breakers Row</u>	☐ Member	Address: _____
☒ Authorized	<u>Apt. 454</u>	☐ Authorized	_____
Person	<u>Palm Beach, FL 33480</u>	Person	_____
☐ 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.

Alan Scheuer

Alan Scheuer (Nov 1, 2022 12:00 EDT)

Signature of an authorized person

Alan Scheuer

Typed or printed name of signer

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPRUCE ROCK CAPITAL 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPRUCE ROCK CAPITAL LLC" WAS FORMED ON THE SECOND DAY OF NOVEMBER, A.D. 2022.

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

2711 21 F 2022



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.

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SR# 20223921222

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

Authentication: 204890103

Date: 11-18-22

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