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(Requestor's Name)

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(City/State/Zip/Phone #)

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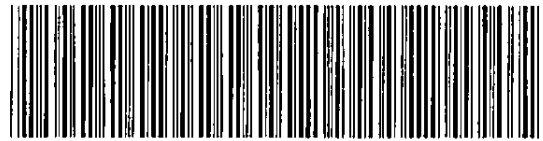
(Business Entity Name)

(Document Number)

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2023 JUN 12 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Blackpine Holdings Group, 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:

Richard L. Ott

Name of Person

Firm/Company

P.O. Box 646

Address

Lake Helen, Florida 32744

City/State and Zip Code

richardott@ymail.com

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

For further information concerning this matter, please call:

Richard L. Ott

941

228-4186

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. Blackpine Holdings Group, 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. Pennsylvania 92-3927766
(Jurisdiction under the law of which foreign limited liability company is organized) (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. 310 W. Park Street P.O. Box 646
(Street Address of Principal Office) (Mailing Address)
Lake Helen, FL 32744 Lake Helen, FL 32744

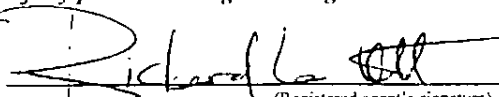
7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Richard L. Ott
Office Address: 310 W. Park St.
Lake Helen 32744
(City) , Florida (Zip code)

FILED
2023 JUN 12 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FL

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)

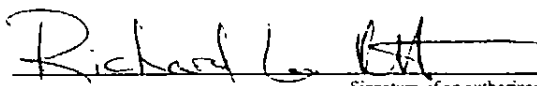
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<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:	Richard L. Ott		<input type="checkbox"/> Manager	Name:	Judith L. Ott	
<input checked="" type="checkbox"/> Member	Address:	310 W. Park St.		<input checked="" type="checkbox"/> Member	Address:	310 W. Park St.	
<input type="checkbox"/> Authorized		Lake Helen, FL 32744		<input type="checkbox"/> Authorized		Lake Helen, FL 32744	
Person				Person			
<input type="checkbox"/> Other		<input type="checkbox"/> Other		<input type="checkbox"/> Other		<input type="checkbox"/> Other	
<input type="checkbox"/> Manager	Name:	London L. Ott		<input type="checkbox"/> Manager	Name:		
<input checked="" type="checkbox"/> Member	Address:	310 W. Park St.		<input type="checkbox"/> Member	Address:		
<input type="checkbox"/> Authorized		Lake Helen, FL 32744		<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.



Signature of an authorized person

Richard L Ott

Typed or printed name of signer

Pennsylvania Department of State
Bureau of Corporations and Charitable Organizations
PO Box 8722 | Harrisburg, PA 17105-8722
T: 717-787-1057
dos.pa.gov/BusinessCharities

Regarding: Blackpine Holdings Group LLC
Request Type: Subsistence Certificate **Issuance Date:** June 05, 2023
Request No.: 016386732 **File No.:** 0012919240
Receipt No.: 000547271
Filing Type: Domestic Limited Liability Company
Filing Subtype: Limited Liability Company
Initial Filing Date: March 22, 2023
Status: Active

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT

Blackpine Holdings Group LLC

is currently subsisting on the records of the Department of State as of the issuance date herein.

I DO FURTHER CERTIFY THAT this Subsistence Certificate shall not imply that all fees, taxes and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and caused the seal
of my office to be affixed, the day and year
above written

Albert Schmidt
Acting Secretary of the Commonwealth

Verify this certificate online at www.file.dos.pa.gov

OPERATING AGREEMENT

OF

Blackpine Holdings Group LLC

This Operating Agreement (the "Agreement") has been adopted by Richard L. Ott, Judith L. Ott and London L. Ott as the sole members (the "Members") of Blackpine Holdings Group LLC, a Pennsylvania limited liability company (the "Company"), with a mailing address of P.O. Box 646, Lake Helen, FL, 32744.

1. Purpose. The object and purpose of, and the nature of the business to be conducted and promoted by, the Company is engaging in any lawful act or activity for which limited liability companies may be formed under the Pennsylvania Limited Liability Company Act, 15 Pa.C.S. § 8901, et seq., as amended from time to time (the "Act"), and engaging in any and all lawful activities necessary or incidental to the foregoing.

2. Member. The names and addresses of the Members are:

- Richard L. Ott, 310 West park Street, Lake Helen, FL 32744
- Judith L. Ott, 310 West Park Street, Lake Helen, FL 32744
- London L. Ott, 310 West Park Street, Lake Helen, FL 32744

3. Management.

(a) The business and affairs of the Company shall be managed by the Members. The Members, on behalf of the Company, shall have the power to do any and all acts necessary or convenient to, or for the furtherance of, the business and affairs of the Company.

(b) The Members may appoint by written resolution officers and agents of the Company to which the Members may delegate by written resolution whatever duties, responsibilities, and authority the Members may desire. Any officer or agent may be removed by the Members at any time by written resolution.

(c) If an officer of the Company is appointed by the Members and given a title that is used by officers of a business corporation, the Members shall be deemed to have delegated to the officer the duties, responsibilities, and authority that would be exercised by an officer of a business corporation with the same title, unless the Member provides otherwise by written resolution.

4. Title to Company Property. All real and personal property shall be acquired in the name of the Company and title to any property so acquired shall vest in the Company itself rather than in the Members.

5. Compensation of Member. The Members may be reimbursed for all expenses incurred in managing the Company and may, at the election of the Members, be entitled to compensation for management services rendered, in an amount to be determined from time to time by the Members.

6. Distributions. Distributions shall be made to the Members (in cash or in kind) at the times and in the aggregate amounts determined by the Members and as permitted by applicable law.

7. Elections. The Members may make any tax elections for the Company allowed under the Internal Revenue Code of 1986, as amended, or the tax laws of any state or other jurisdiction having taxing jurisdiction over the Company.

8. Assignability of Membership Interest. The economic interest of the Members in the Company is assignable, in whole or in part, either voluntarily or by operation of law.

9. Admission of Additional Members. Additional members of the Company may be admitted to the Company at the direction of the Members only if a new operating agreement or an amendment and restatement of this Agreement is executed.

10. Liability of the Members. The Members shall not have any liability for the debts, obligations or liabilities of the Company or for the acts or omissions of any other member, officer, agent, or employee of the Company except to the extent provided in the Act. The failure of the Members to observe any formalities or requirements relating to the exercise of the powers of the Members or the management of the business and affairs of the Company under this Agreement or the Act shall not be grounds for imposing liability on the Members for liabilities of the Company.

11. Indemnification. The Company shall indemnify the Members and those authorized officers, agents, and employees of the Company identified in writing by the Members as entitled to be indemnified under this section for all costs, losses, liabilities and damages paid or accrued by the Members (as the Members or as an officer, agent, or employee) or any such officer, agent, or employee in connection with the business of the Company, except to the extent prohibited by the laws of the Commonwealth of Pennsylvania. In addition, the Company may advance costs of defense of any proceeding to the Members or any such officer, agent, or employee upon receipt by the Company of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Company.

12. Dissolution.

(a) The Company shall dissolve, and its affairs shall be wound up, upon the first to occur of the following: (i) the written direction of the Members, or (ii) the entry of a decree of judicial dissolution under section 8972 of the Act. The death (or dissolution in the case of a member that is not a natural person), retirement, insanity, resignation, or bankruptcy of the Member or the occurrence of any other event that terminates the continued membership of the Member shall not cause a dissolution of the Company.

(b) Upon dissolution, the Company shall cease carrying on any and all business other than the winding up of the Company business, but the Company is not terminated and shall continue until the winding up of the affairs of the Company is completed and a certificate of dissolution has been filed pursuant to the Act. Upon the winding up of the Company, the Company's property shall be distributed (i) first to creditors, including the Member if the Member is a creditor, to the extent permitted by law, in satisfaction of the Company's liabilities; and (ii) then to the Members. Such distributions shall be in cash or property or partly in both, as determined by the Members.

13. Conflicts of Interest. Nothing in this Agreement shall be construed to limit the right of the Members to enter into any transaction that may be considered to be competitive with,

or a business opportunity that may be beneficial to, the Company. A Members does not violate a duty or obligation to the Company merely because the conduct of the Member furthers the interests of the Member. The Members may lend money to and transact other business with the Company. The rights and obligations of the Members upon lending money to or transacting business with the Company are the same as those of a person who is not the Member, subject to other applicable law. No transaction with the Company shall be void or voidable solely because the Members have a direct or indirect interest in the transaction.

14. Governing Law. This Agreement shall be governed by, and interpreted and enforced in accordance with, the substantive laws of the Commonwealth of Pennsylvania, without reference to the conflicts of law rules of that or any other jurisdiction.

15. Entire Agreement. This Agreement constitutes the entire agreement of the Members with respect to the subject matter hereof and supersedes all prior agreements, express or implied, oral or written, with respect thereto. The express terms of this Agreement control and supersede any course of performance or usage of trade inconsistent with any of the terms hereof.

16. Amendment. This Agreement may be amended or modified from time to time only by a written instrument executed by all Members.

17. Rights of Creditors and Third Parties. This Agreement is entered into by the Members solely to govern the operation of the Company. This Agreement is expressly not intended for the benefit of any creditor of the Company or any other person other than the heirs, personal representatives, successors and assigns of the Members. Except and only to the extent provided by applicable statute, no creditor or third party shall have any rights under this Agreement or any agreement between the Company and the Members, with respect to the subject matter hereof.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound, has adopted this Operating Agreement on _____, 2023 to be effective for all purposes as of the filing of the Certificate of Organization.

MEMBERS:

Richard L. Ott

Judith L. Ott

London L. Ott

 **IRS** DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 05-08-2023

Employer Identification Number:
92-3927766

Form: SS-4

Number of this notice: CP 575 B

BLACKPINE HOLDINGS GROUP LLC
RICHARD L OIT MBR
310 W PARK ST
LAKE HELEN, FL 32744

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 92-3927766. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

Taxpayers request an EIN for their business. Some taxpayers receive CP575 notices when another person has stolen their identity and are opening a business using their information. If you did **not** apply for this EIN, please contact us at the phone number or address listed on the top of this notice.

When filing tax documents, making payments, or replying to any related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

Based on the information received from you or your representative, you must file the following forms by the dates shown.

Form 1065

03/15/2024

If you have questions about the forms or the due dates shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification (corporation, partnership, estate, trust, EPMF, etc.) based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2020-1, 2020-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

A limited liability company (LLC) may file Form 8832, *Entity Classification Election*, and elect to be classified as an association taxable as a corporation. If the LLC is eligible to be treated as a corporation that meets certain tests and it will be electing S corporation status, it must timely file Form 2553, *Election by a Small Business Corporation*. The LLC will be treated as a corporation as of the effective date of the S corporation election and does not need to file Form 8832.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you. You may give a copy of this document to anyone asking for proof of your EIN.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.
- * Provide future officers of your organization with a copy of this notice.

Your name control associated with this EIN is BLAC. You will need to provide this information along with your EIN, if you file your returns electronically.

Safeguard your EIN by referring to Publication 4557, Safeguarding Taxpayer Data: A Guide for Your Business.

You can get any of the forms or publications mentioned in this letter by visiting our website at www.irs.gov/forms-pubs or by calling 800-TAX-FORM (800-829-3676).

If you have questions about your EIN, you can contact us at the phone number or address listed at the top of this notice. If you write, please tear off the stub at the bottom of this notice and include it with your letter.

Thank you for your cooperation.

Keep this part for your records.

CP 575 B (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 B

99999999999999

Your Telephone Number Best Time to Call
() -

DATE OF THIS NOTICE: 05-08-2023
EMPLOYER IDENTIFICATION NUMBER: 92-3927766
FORM: SS-4 NOBOD

INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

BLACKPINE HOLDINGS GROUP LLC
RICHARD L OTT MBR
310 W PARK ST
LAKE HELEN, FL 32744