

M24000000465

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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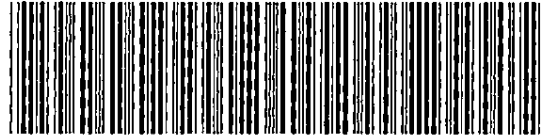
(Business Entity Name)

(Document Number)

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FOREIGN LLC

1. **SAPHIRA US BIDCO, LLC**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Saphira US BidCo, 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:

Amanda Steinborn

Name of Person

Latham & Watkins LLP

Firm/Company

10250 Constellation Blvd. Suite 1100

Address

Los Angeles, CA 90067

City/State and Zip Code

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

For further information concerning this matter, please call:

Christian Galgano

212 906-1832

Name of Contact Person

at (_____) _____
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. Saphira US BidCo. 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. 93-4298393
(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. 45 Rockefeller Plaza, Suite 2507
(Street Address of Principal Office)

6. 45 Rockefeller Plaza, Suite 2507
(Mailing Address)

New York, NY 10111
New York, NY 10111

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

Name: Universal Registered Agents, Inc.

Office Address: 1317 California Street

Tallahassee 32304
(City) , Florida (Zip code)

2024 JAN 16 AM 11:55
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OFFICE OF
THE
CLERK OF
THE
SUPREME
COURT
OF
FLORIDA

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/ Kent Rockwell

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>Marian Christian Mueller-Wolf</u>	☐ Manager	Name: _____
☐ Member	Address: <u>45 Rockefeller Plaza</u>	☐ Member	Address: _____
☐ Authorized	<u>Suite 2507</u>	☐ Authorized	_____
Person	<u>New York, NY 10111</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.

DocuSigned by
Marian Christian Mueller-Wolf

Signature of an authorized person

Marian Christian Mueller-Wolf, Manager

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 "SAPHIRA US BIDCO, 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 SIXTEENTH DAY OF JANUARY, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SAPHIRA US BIDCO, LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2023.

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



2533510 8300

SR# 20240123090

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.

Authentication: 202591804

Date: 01-16-24