

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : VCORP SERVICES, LLC
Account Number : I20080000067
Phone : (845)425-0077
Fax Number : (845)818-3588

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

Foreign Limited Liability Company Frictionless Capital GP II LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

2025 JUL 22 PM 4:35

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AND
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JUL 22 2025
K. Brumbley

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Frictionless Capital GP II 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:

Marisa Krueger

Name of Person

Cole-Frieman & Mallon LLP

Firm/Company

201 California Street, Suite 350

Address

San Francisco, CA 94111

City/State and Zip Code

logan@frictionless.capital

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

For further information concerning this matter, please call:

Marisa Krueger

415

762-8735

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 605.002, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

Frictionless Capital GP II 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.")

Delaware

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

39-3294015

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)

221 SW 12th Street

5. _____
(Street Address of Principal Office)

221 SW 12th Street

6. _____ (Mailing Address)

Apt. 1917

Apr. 1917

Miami, FL 33130

Miami, FL 33130

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

Name: Vcorp Agent Services, Inc.

Office Address: 1200 South Pine Island Road

Plantation

26

Florida

33324

(Zip code)

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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.

134:

Kathryn Goodman
(Registered Agent's signature)

(Registered Agent's signature)

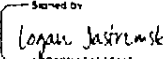
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
☒ Manager	Name: <u>Logan Jastremski</u>	☐ Manager	Name: _____
☐ Member	Address: <u>221 SW 12th Street</u>	☐ Member	Address: _____
☐ Authorized	<u>Apt 1927</u>	☐ Authorized	_____
Person	<u>Miami, FL 33130</u>	Person	_____
☐ Other _____	☐ Other _____	☐ Other _____	☐ Other _____
 ☒ Manager	Name: <u>Diego Perez de Ayala</u>	 ☐ Manager	Name: _____
☐ Member	Address: <u>Stonehenge 33, 011H</u>	☐ Member	Address: _____
☐ Authorized	<u>141 East 33rd Street</u>	☐ Authorized	_____
Person	<u>New York, NY 10016</u>	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.

Signed by

 Logan Jastremski

Signature of an authorized person

Logan Jastremski

Typed or printed name of signer

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FRICTIONLESS CAPITAL GP II 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-FIRST DAY OF JULY, A.D. 2025.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FRICTIONLESS CAPITAL GP II LLC" WAS FORMED ON THE TENTH DAY OF JULY, A.D. 2025.

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



A handwritten signature in cursive script, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204250993

Date: 07-21-25

10256785 8300

SR# 20253422091

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