

Document Number Only

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

600002071216-6

-01/28/97--01160-012

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SECRETARY OF CORPORATIONS  
96 DEC 31 PM 1:37

Moose, LLC

( ) Profit

( ) NonProfit

☒ Limited Liability Co.

☒ Foreign

( ) Amendment

( ) Dissolution/Withdrawal

( ) Annual Report

( ) Reservation

( ) Photo Copies

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12/31/96

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CR2E031 (1-89)

FROM

7843317538

KENNEDY COVINGTON

JAN-23-97

4:03PM P.002

**KENNEDY COVINGTON LOBDELL & HICKMAN, L.L.P.**  
ATTORNEYS AT LAW

Warren P. Kean  
704/331-7413  
wpk@kcmh.com

National Bank Corporate Center  
Suite 4200  
100 North Tryon Street  
Charlotte, North Carolina 28202-4006  
Telephone 704/331-7400  
Facsimile 704/331-7598

Other Offices:  
Raleigh, North Carolina  
Rock Hill, South Carolina

January 23, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Moose, LLC

Dear Sir or Madam:

This letter confirms our understanding, as counsel for Moose, LLC, a North Carolina limited liability company (the "LLC"), that the LLC, which filed an application for authorization to transact business in Florida on December 31, 1996, is required to file a 1997 Annual Report with the Florida Department of State by May 1, 1997 and to pay in connection with such filing an annual report fee of \$100 and a supplemental fee of \$103.75, for a total fee of \$203.75.

If you have any questions or comments with respect to this matter, please do not hesitate to telephone the undersigned at the number provided above.

Very truly yours,



Warren P. Kean  
For the Firm

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96 DEC 31 PM 1:37

**WRITTEN CONSENT OF  
THE MEMBERS OF MOOSE, LLC TO ACTION WITHOUT A MEETING**

The undersigned, being all of the members of Moose, LLC, a North Carolina limited liability company (the "Company"), do hereby waive any and all requirements for the holding of a meeting of the Members of the Company and do hereby take the following actions and adopt the following resolutions by signing our written consent hereto.

Conduct of Business in Florida Under an Assumed Name.

WHEREAS, the Company has been notified by the Florida Secretary of State's office that there currently exists a corporation incorporated or authorized to transact business in the State of Florida under a name that is substantially similar to that of the Company;

WHEREAS, because of the prior existence of said corporation, the Company must register under an assumed name with the Florida Secretary of State for purposes of conducting business in the State of Florida;

NOW, THEREFORE, BE IT RESOLVED, that the Company register for authority to conduct business in the State of Florida under the assumed name of "Moose of North Carolina, LLC";

BE IT FURTHER RESOLVED, that any member, manager or agent of the Company, hereby is authorized on behalf of this Company to execute and deliver any and all documents, instruments, agreements or certificates that may be required and/or desirable to effectuate the foregoing.

We hereby consent that the actions set forth in the foregoing preambles and resolutions shall have the same force and effect as if taken at a duly constituted meeting of the members of the Company, effective as of the date hereof, and direct that this document be filed with the minutes of the Company and be made part of its permanent records. This consent to action without a meeting may be executed in multiple counterparts, which counterparts when taken together, shall constitute the single consent of the members of the Company.

WITNESS our hands and seals as of the 31st day of December, 1996.

**MEMBERS:**

Wade E. Moose [SEAL]  
Wade E. Moose

Donna Moose [SEAL]  
Donna Moose

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96 DEC 31 PM 1:37

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF  
FLORIDA:

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96 DEC 31 PM 1:37

- doing business in
1. Moose, LLC Florida as MOOSE OF NORTH CAROLINA, LLC  
(Name of foreign limited liability company)
2. North Carolina 3. Applied For  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. December 30, 1998 5. 2048  
(Date of Organization) (Duration: Year limited liability company will come to exist or "perpetual")
6. January 1, 1997  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.)
7. 88 Skyline Road Extension  
Hickory, NC 28601

(Street address of principal office)

8. List and indicate in the space provided the name, title, and business address of each managing member [MGRM] or manager [MGR]. It is not necessary to list members. (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Wade E. Moose

MGR

c/o Moose Holding Company

P.O. Box 2288

Hickory, NC 28603

MOOSE, LLC

By:

Wade E. Moose  
Wade E. Moose, Manager

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Moose, LLC  
deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A.  
A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100.  
This total includes amounts from 2 and 3 above.

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96 DEC 31 PM 1:37

Wade E. Moore

Signature of a member or authorized representative of a member.  
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Moose, LLC

2. The name and address of the registered agent and office is:

CT Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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96 DEC 31 PM 1:37

*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 certificate. 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Connie Bryan  
(Signature)

CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

12/31/96  
(Date)

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

## CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **JANICE H. FAULKNER**, Secretary of State of the State  
of North Carolina, do hereby certify that

**MOOSE, LLC**

is a limited liability company duly formed under the laws of the  
State of North Carolina, having been formed on the 30th  
day of December, 1996, with a period of duration ending DEC  
2046.

I **FURTHER** certify that the said limited liability  
company's articles of organization are not suspended for  
failure to comply with the Revenue Act of the State of North  
Carolina; that the said limited liability company is not  
administratively dissolved for failure to comply with the  
provisions of the North Carolina Limited Liability Company  
Act; and that the said limited liability company has not filed  
articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed my official seal at the City of  
Raleigh, this 30th day of December, 1996.

  
*Janice H. Faulkner*  
Secretary of State

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