

1798000000806

Document Number Only

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DIVISION OF CORPORATIONS  
98 JUL 13 PM 4:22

CT Corporation System

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32310 222-1092

City State Zip Phone

800002587228--6  
-07/13/98--01094--020  
\*\*\*285.00 \*\*\*285.00

CORPORATION(S) NAME

KCP Enterprises, L.L.C.

- |                                              |                                                     |                                                               |
|----------------------------------------------|-----------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> Profit              | <input type="checkbox"/> Amendment                  | <input type="checkbox"/> Merger                               |
| <input type="checkbox"/> NonProfit           |                                                     |                                                               |
| <input type="checkbox"/> Foreign             | <input type="checkbox"/> Dissolution/Withdrawal     | <input checked="" type="checkbox"/> Limited Liability Company |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report              | <input type="checkbox"/> Other                                |
| <input type="checkbox"/> Reinstatement       | <input type="checkbox"/> Name Registration          | <input type="checkbox"/> Change of R.A.                       |
| <input type="checkbox"/> Fictitious Name     | <input type="checkbox"/> UCC-1 Financing Statement  | <input type="checkbox"/> UCC-3 Filing                         |
| <input type="checkbox"/> Certified Copy      | <input type="checkbox"/> Photo Copies               | <input type="checkbox"/> CUS                                  |
| <input type="checkbox"/> Call When Ready     | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30                           |
| <input checked="" type="checkbox"/> Walk In  | <input type="checkbox"/> Will Wait                  | <input checked="" type="checkbox"/> Pick Up                   |
| <input type="checkbox"/> Mail Out            |                                                     |                                                               |

Name Availability	MH
Document Examiner	MH
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Verifier	MH
Acknowledgment	MH
W.P. Verifier	MH

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File Stamped.  
Thank You!!

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1798-806

Hope

CR2E031 (1-89)

00509



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 13, 1998

CT CORPORATION SYSTEM  
HOPE

SUBJECT: KCP ENTERPRISES, L.L.C.  
Ref. Number: W98000015826

Michelle,  
Please Backdate.  
Jax! Hope-CT

We have received your document for KCP ENTERPRISES, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

The document must contain the entity's complete mailing address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 598A00037248

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98 JUL 23 PM 3:46

**RESOLUTION OF MEMBERS OF  
KCP ENTERPRISES, L.L.C.**

I, Christopher S. Smith, do hereby certify that this Resolution of the Members of KCP Enterprises, LLC, a limited liability company duly organized and existing under the laws of the State of Tennessee, was duly adopted on July 21, 1998.

**BE IT RESOLVED**, that KCP Enterprises, LLC, hereby adopts the name KCP of Tennessee, L.L.C for use in Florida.

Dated: July 21, 1998

By: \_\_\_\_\_

Its: \_\_\_\_\_

Christopher S. Smith  
print name

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**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:*

1. The name of the foreign limited liability company is KCP Enterprises, LLC (the "Company").
2. The name of the Company to be used in Florida is KCP of Tennessee, L.L.C.
3. The Company is organized under the laws of the State of Tennessee.
4. As of the date of this application, the Federal Employer Identification Number for the Company has been applied for, but has not been received.
5. The Company was organized on July 2, 1998.
6. The Company has a perpetual existence.
7. As of the date of filing this application, the Company has not transacted business in the State of Florida.
8. The address of the Company's principal office is 1068 Cresthaven, Suite 500, Memphis, Tennessee 38119, *the mailing address is the same.*
9. The name and address of each managing member is as follows:
  - a. Kirby L. Smith, Chief Manager  
1068 Cresthaven, Suite 500  
Memphis, Tennessee 38119
  - b. Christopher S. Smith, Secretary  
1068 Cresthaven, Suite 500  
Memphis, Tennessee 38119
  - c. A. Paige Smith, Treasurer  
1068 Cresthaven, Suite 500  
Memphis, Tennessee 38119

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10. Attached is an original Certificate of Existence, no more than ninety (90) days old, duly authenticated by the Secretary of State of the State of Tennessee.

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**Secretary of State  
Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 07/02/1998  
REQUEST NUMBER: 98183127  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 07/02/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0353674  
JURISDICTION: TENNESSEE

TO:  
BAKER DONELSON BEARMAN & CALDWELL  
CAROLINE JONES  
511 UNION STREET  
NASHVILLE, TN 37219

REQUESTED BY:  
BAKER DONELSON BEARMAN & CALDWELL  
CAROLINE JONES  
511 UNION STREET  
NASHVILLE, TN 37219

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"KCP ENTERPRISES, LLC"

-----  
A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF  
FORMATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

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-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 07/02/98

FROM:  
BAKER DONELSON BEARMAN ETC (NASHVILLE)  
511 UNION ST  
SUITE 1700  
NASHVILLE, TN 37219-0000

	FEES	
RECEIVED:	\$320.00	\$0.00
TOTAL PAYMENT RECEIVED:	\$320.00	

RECEIPT NUMBER: 00002333587  
ACCOUNT NUMBER: 00208389



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**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: KCP Enterprises, L.L.C

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

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,

(P.O. Box not acceptable)

Plantation, Florida 33324

(City/State/Zip)

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*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.*

C T CORPORATION SYSTEM

Connie Bryan

(Signature)

7/10/98

(Date)

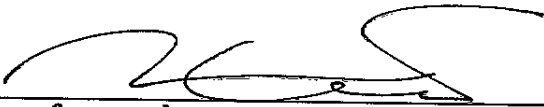
Connie Bryan, Spec. Asst. Secy.

FILING FEE: \$ 35 for Designation of Registered Agent

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

The undersigned member or authorized representative of a member of \_\_\_\_\_  
KCP Enterprises, L.L.C. certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 300.00 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;  
(A description of the property is attached and made a part hereto.)  
and
- 4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$ 300.00 .  
(This total includes amounts from 2 and 3 above.)

  
\_\_\_\_\_  
**Signature of a member or an 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.)

\_\_\_\_\_  
Matthew K. White, Authorized Representative

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

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