

Document Number Only

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C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

600002643296-17
-09/18/98--01058--015
****285.00 ****285.00

CORPORATION(S) NAME

Badger Acquisition of Brookville LLC

- ☐ Profit ☐ Amendment ☒ Merger
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
☒ Limited Liability Company
☐ Foreign
☐ Limited Partnership ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Fict. Filing ☐ Change of R.A.
☐ Limited Liability Partnership ☐ UCC-1 UCC-3
☐ Certified Copy ☐ Photo Copies ☐ CUS
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Thanks, Melanie ☺

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TALLAHASSEE, FLORIDA

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9/18/98

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Badger Acquisition of Brooksville LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. Delaware 3. Applied For
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. September 9 1998 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. September 15, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 1209 Orange Street, Wilmington, Delaware 19801
(Street address of principal office)

8. List name, title, and business address of each managing member [MGRM] or manager [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

(see attached)

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

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List of Managing Members and Members

NAME AND ADDRESS	TITLE
Badger Acquisition LLC 100 East River Center Blvd. Suite 1500 Covington, KY 41011	MGRM
Tracy Finn 100 East River Center Blvd. Suite 1500 Covington, KY 41011	MGR
Bradley S. Abbott 100 East River Center Blvd. Suite 1500 Covington, KY 41011	MGR
Catherine Greany 100 East River Center Blvd. Suite 1500 Covington, KY 41011	MGR
Thomas R. Marsh 100 East River Center Blvd. Suite 1500 Covington, KY 41011	MGR

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**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Badger Acquisition of Brooksville LLC

2. The name and the Florida street address of the registered agent and office are:

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(Name)

1200 South Pine Island Road

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Plantation FL 33324

(City/State/Zip)

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.

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(Signature)

Kimberly D. Gilbertson
Ass't. Secretary

Filing Fee: \$ 35 for Designation of Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of Badger
Aquisition of Brooksville LLC certifies:

- 1) the above named limited liability company has at least ^{one} ~~two~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ _____
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ _____
 (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 \$ _____
 (This total includes amounts from 2 and 3 above.)

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Tracy Finn
 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.)

Tracy Finn President
 Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BADGER ACQUISITION OF BROOKSVILLE 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 TENTH DAY OF SEPTEMBER A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2942969 8300

AUTHENTICATION: 9295239

981352375

DATE: 09-10-98

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