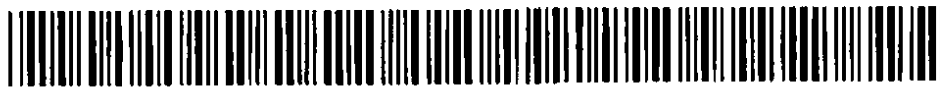


**M22000017561**

Division of Corporations  
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From: Account Name : JONES FOSTER P.A.  
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**Foreign Limited Liability Company  
SPRUCE ROCK CAPITAL LLC**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

S. FRANKLIN  
NOV 22 2022

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. SPRUCE ROCK CAPITAL LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

SPRUCE ROCK CAPITAL, L.L.C.

(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

2. (Jurisdiction under the law of which foreign limited liability company is organized) 3. (FEI number, if applicable)

2022

4. (Date first transacted business in Florida, if prior to registration) (See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 1 North Breakers Row (Street Address of Principal Office)

6. 1 North Breakers Row (Mailing Address)

Apt. 454

Apt. 454

Palm Beach, FL 33480

Palm Beach, FL 33480

Handwritten notes: 2/21/22, 21, 11:00 AM

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

Name: Alan Scheuer

Office Address: 1 North Breakers Row

Palm Beach, Florida 33480 (City) (Zip code)

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.

Alan Scheuer
Alan Scheuer (Nov 1, 2022 12:00 EDT)

(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>
<input type="checkbox"/> Manager	Name: Alan Scheuer	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: 1 North Breakers Row	<input type="checkbox"/> Member	Address: _____
<input checked="" type="checkbox"/> Authorized Person	Apt. 454 Palm Beach, FL 33480	<input type="checkbox"/> Authorized Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	_____	<input type="checkbox"/> Authorized Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	_____	<input type="checkbox"/> Authorized Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

21 Nov 2022

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.

Alan Scheuer  
 Alan Scheuer (Nov 1, 2022 12:00 EDT)  
 \_\_\_\_\_  
 Signature of an authorized person

Alan Scheuer  
 \_\_\_\_\_  
 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 "SPRUCE ROCK CAPITAL 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 EIGHTEENTH DAY OF NOVEMBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SPRUCE ROCK CAPITAL LLC" WAS FORMED ON THE SECOND DAY OF NOVEMBER, A.D. 2022.

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

2771 21 F 3002



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State

7116293 8300

SR# 20223921222

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204890103

Date: 11-18-22