

JUL 05 2016



05566000

FILE NO. R21034973

AZ. CORPORATION COMMISSION  
FILED

JUN 27 2016

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

FILE NO. R-2103497-3  
**APPLICATION FOR REGISTRATION  
OF FOREIGN LIMITED LIABILITY COMPANY**

*Please read Instructions L025I*

1. **ENTITY TYPE** – check only one to indicate the type of entity applying for registration:

☒ LIMITED LIABILITY COMPANY

☐ PROFESSIONAL LIMITED LIABILITY COMPANY

2. **NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME)** – enter the exact, true name of the foreign LLC:

USA Private Money, LLC

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** – Identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

3.1 ☒ **Name in state or country of formation**, with no changes or additions – go to number 4 and continue.

3.2 ☐ **Fictitious name** – check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** – a resolution of the company adopting the fictitious name must be attached to and submitted with this form.

3.3 **If you checked 3.2**, enter or print the name to be used in Arizona:

4. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** – If professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. **FOREIGN DOMICILE** – list the state or country in which the foreign LLC was formed:

Wyoming

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** 3/20/2015

7. **PURPOSE OR GENERAL CHARACTER OF BUSINESS** – describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:  
private lending and brokering

**8. STATUTORY AGENT IN ARIZONA:**

<b>8.1 REQUIRED</b> – give the <b>name</b> (can be an individual or an entity) and <b>physical or street address</b> (not a P.O. Box) in Arizona of the statutory agent:		<b>8.2 OPTIONAL</b> – Mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box):	
Northwest Registered Agent, LLC			
Statutory Agent Name (required)			
Attention (optional) 1846 E. Innovation Drive, STE 100		Attention (optional)	
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City Oro Valley	State AZ	Zip 85755	City State Zip
<b>8.3 REQUIRED</b> – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Registration.			

- 9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS** – *see Instructions 1025i* – give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

Scott Brown		
Attention (optional)		
USA Private Money, LLC		
Address 1		
412 N. Main Street, #100		
Address 2 (optional)		
Buffalo	WY	82834
City	State or Province	Zip
Country	UNITED STATES	

**10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:**

- 10.1** Is the Arizona known place of business street address the same as the **street address** of the statutory agent? ☐ Yes - go to the next page and continue.  
☐ No - complete number 10.2 and continue.
- 10.2** If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		
City	State or Province	Zip
Country		

**COMPLETE NUMBER 11 OR NUMBER 12 – NOT BOTH.**

11. **MANAGER-MANAGED LLC** – see Instructions L025 – check this box ☒ If management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. The filing will be rejected if it is submitted without the attachment.
12. **MEMBER-MANAGED LLC** – see Instructions L025 – check this box ☐ If management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. The filing will be rejected if it is submitted without the attachment.
13. **SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Scott Brown  
Signature

Scott Brown  
Printed Name

6-27-16  
Date

**REQUIRED** – check only one and fill in the corresponding blank if signing for an entity:

<input checked="" type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input type="checkbox"/> I am a duly authorized agent for this LLC.
--	---	---

Filing fee: \$150.00 (regular processing)  
Expedited processing – add \$35.00 to filing fee.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission – Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-8819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

### MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):  
USA Private Money, LLC

2. **A.C.C. FILE NUMBER** (if known):  
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **MANAGERS / MEMBERS** – give the name and address of each and every manager and list all members who own 20% or more of the profits or capital of the LLC. Use one block per person. Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - *do not check both member boxes*. If more space is needed, use another Manager Structure Attachment form.

<b>1.</b> <b>Scott Brown</b> Name <b>4114 E. Reins Road</b> Address 1 Address 2 (optional) <b>Gilbert</b> <b>AZ</b> <b>85297</b> City State or Province Zip <b>UNITED STATES</b> Country <input checked="" type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	<b>2.</b> Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member
<b>3.</b> Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	<b>4.</b> Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member
<b>5.</b> Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	<b>6.</b> Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member

Clear Form

Print Form

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**STATUTORY AGENT ACCEPTANCE***Please read Instructions M002I.*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

USA Private Money, LLC

2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

NORTHWEST REGISTERED AGENT, LLC**3. STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



TOM GLOVER / ASSISTANT SECRETARY

Signature

Printed Name

Date

**REQUIRED** – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)  
Expedited processing – not applicable.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

**STATE OF WYOMING**  
**Office of the Secretary of State**

I, ED MURRAY, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

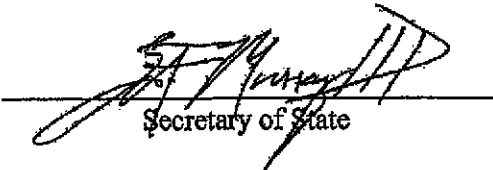
**USA Private Money, LLC**  
is a  
**Limited Liability Company**

formed or qualified under the laws of Wyoming did on **March 20, 2015**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2015-000683259**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 17th day of June, 2016 at 4:18 PM. This certificate is assigned 020411015.



  
Secretary of State

Notice: A certificate issued electronically from the Wyoming Secretary of State's web site is immediately valid and effective. The validity of a certificate may be established by viewing the Certificate Confirmation screen of the Secretary of State's website <http://wyoblz.wy.gov> and following the instructions displayed under Validate Certificate.