

AZ CORPORATION COMMISSION  
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FILE NO. R-206355912

ARIZONA CORP. COMMISSION  
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JUL 11 2016

FILE NO. R20635592

ARIZONA CORP. COMMISSION  
FILED

AUG 17 2016

FILE NO. R-20635592

DO NOT WRITE ABOVE THIS LINE, RESERVED FOR ALC USE ONLY.  
**APPLICATION FOR REGISTRATION  
OF FOREIGN LIMITED LIABILITY COMPANY**  
*Please read Instructions 10251*

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:

Waltrip Real Estate Holding, 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:  
Nevada

6. DATE OF FORMATION IN FOREIGN DOMICILE: 12/22/2015

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:  
Real Estate

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FILE NO. 100-108000

**8. STATUTORY AGENT IN ARIZONA:**

<b>8.1 REQUIRED</b> – give the <b>name</b> (can be an individual or an entity) <b>and 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):	
Incorp Service Inc			
Statutory Agent Name (required)			
Attention (optional)		Attention (optional)	
2338 W. Royal Palm., Ste. J			
Address 1		Address 1	
Address 2 (optional)		Address 2 (optional)	
City	State	City	State
Phoenix	AZ		
	Zip		Zip
	58021		
<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 L025i* – 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:

Attention (optional)		
3773 Howard Hughes Parkway		
Address 1		
South Tower, Suite 500		
Address 2 (optional)		
City	State or Province	Zip
Las Vegas	NV	89169
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	UNITED STATES	



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

11. **MANAGER-MANAGED LLC** - see *Instructions 1025* - check this box ☐ if management of the LLC is vested in a manager or managers, and complete and attach the *Manager Structure Attachment form 1040*. The filing will be rejected if it is submitted without the attachment.
12. **MEMBER-MANAGED LLC** - see *Instructions 1025* - check this box ☒ if management of the LLC is reserved to the members, and complete and attach the *Member Structure Attachment form 1041*. 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

Wanda D. Waltrip

01/21/16

**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.
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Filing Fee: \$100.00 (regular processing)  
Expedited processing - add \$35.00 to filing fee.  
All fees are non-refundable - 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 records and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-6028 or (toll-free Arizona only) 800-948-6028.



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## MEMBER STRUCTURE ATTACHMENT

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

**Waltrip Real Estate Holding, LLC**

2. **A.C.C. FILE NUMBER (if known):**

Put the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.aacounty.com/Forms/Attachments>

3. Check one box only to indicate what document the attachment goes with:

☐ Articles of Organization

☐ Articles of Amendment

☒ Application for Registration

☐ Articles of Amendment to Application for Registration

4. **MEMBERS** – give the name and address of all Members. If more space is needed, use another Member Structure Attachment form.

<b>Wanda D. Waltrip, Trustee</b>					
Name			Name		
Sugar Hill Drive			Address 1		
Address 1			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Houston	TX	77057			
Country	UNITED STATES		Country		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		
Name			Name		
Address 1			Address 1		
Address 2 (optional)			Address 2 (optional)		
City	State or Province	Zip	City	State or Province	Zip
Country			Country		



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## 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):

Waltrip Real Estate Holding, LLC

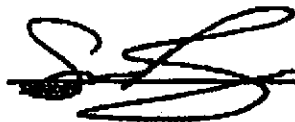
2. **STATUTORY AGENT NAME** - give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). **NOTE** - the name must match exactly the statutory agent name as listed in the document that appoints the statutory agent (e.g.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

Incorp Services, Inc.

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.



Sara Brautman on behalf of Incorp Services, Inc. 1/22/16

**REQUIRED** - check only one:

<input type="checkbox"/> <b>Individual as statutory agent:</b> I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> <b>Entity as statutory agent:</b> I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.
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<b>Filing Fee:</b> none (regular processing) Expedited processing - not applicable. All fees are nonrefundable - see Instructions.	<b>Mail:</b> Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 <b>Fax:</b> 602-542-4100
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Please be advised that A.C.C. fees 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 records and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3826 or (within Arizona only) 800-375-3826.



# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, BARBARA K. CEGAVSKE, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation sales, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, WALTRIP REAL ESTATE HOLDING, LLC, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 22, 2015, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 20, 2016.

A handwritten signature in cursive script that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE  
Secretary of State



Electronic Certificate  
Certificate Number: C20160120-1373  
You may verify this electronic certificate  
online at <http://www.svsos.gov/>



**COMMISSIONERS**  
DOUG LITTLE - Chairman  
BOB STUMP  
BOB BURNS  
TOM FORESE  
ANDY TOBIN



JODI JERICH  
Executive Director

PATRICIA L. BARFIELD  
Director  
Corporations Division

**ARIZONA CORPORATION COMMISSION**

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**AUG 17 2016**

WALTRIP REAL ESTATE HOLDING, LLC  
ZUKOWSKI BRESENHAN PETRY & PIA  
1177 W LOOP SOUTH  
STE 1100  
HOUSTON, TX 77027

ARIZONA CORP COMMISSION  
CORPORATIONS DIVISION

Effective Date: 08/10/2016  
File No: R-2063559-2

We have received a document submission for the above-referenced entity. If an acceptable form of payment for the correct filing fee was received, it has been deposited and is nonrefundable pursuant to statute, unless otherwise noted below. The document is **REJECTED** and is being returned for the following reasons:

As previously requested you are required by law to provide an physical street address (not a post office box) in #9 The address must be located in the State of Nevada as indicated in #5. The physical street address may be in care of the Statutory Agent.

Update and re-submit your document.

**IMPORTANT INFORMATION:**

Follow the instructions below to resubmit your document. If you originally paid for expedited processing, the resubmitted document will be processed within the current posted expedited time frame after we receive the resubmission, and no additional fees are owed. If you originally paid for regular processing time, the resubmitted document will be processed within the current posted regular time frame after we receive the resubmission, and no additional fees are owed. If you want to upgrade from regular processing to expedited processing, then you can pay the \$35.00 expedite fee when you resubmit the document.

Please Note: Companies must return the corrected document within thirty (30) calendar days of the rejection date to retain the original file date.

Return the following information to the Corporations Division (all pages must be legible):

1. A copy of this letter;
2. All pages of the rejected document with corrections OR a complete, signed, corrected document;

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COMMUNICATIONS DIVISION  
NEW YORK

3. A NEW cover sheet indicating resubmission; and
4. Any additional paperwork or filing fees, as requested within this letter.

If you do not owe any additional fees or are paying by MOD account you can email your resubmission packet as a pdf document attachment to [documentintake@azcc.gov](mailto:documentintake@azcc.gov).

If you have any questions, please feel free to contact the Customer Service Call Center at 602-542-3026, or Arizona residents only may use the toll free number 800-345-5819.

TO SUBSCRIBE TO THE ANNUAL REPORT EMAIL REMINDER SERVICE, GO ONLINE TO <http://ecorp.azcc.gov>. USE THE SERVICE FEATURE AND SELECT "SUBSCRIBE TO EMAIL REMINDER TO FILE ANNUAL REPORT." YOU CAN ALSO SUBSCRIBE USING THE SEARCH FEATURE TO FIND YOUR CORPORATION'S RECORD, THEN CLICK ON THE BUTTON FOR "ANNUAL REPORT EMAIL REMINDERS." IF YOU CHOOSE NOT TO SUBSCRIBE, YOU WILL NOT RECEIVE ANY REMINDER AT ALL FROM THE COMMISSION.

Tell us how we are doing. Take the online customer service survey at [www.azcc.gov/divisions/Corporations](http://www.azcc.gov/divisions/Corporations).



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ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

# COVER SHEET

**USE A SEPARATE COVER SHEET FOR EACH DOCUMENT**

**1. WHAT ARE YOU FILING?**

☒ New Entity    ☐ Change to existing entity    ☒ Re-submission/Correction

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**2. ENTITY NAME:**

Waltrip Real Estate Holding, LLC

ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

**3. CALCULATE YOUR FEES** (copies, certificate of good standing and expedited processing are all optional):

Document filing fee (fees are listed on the bottom of the form or on the fee schedule)	Subtotal:	
Do you want EXPEDITED processing? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO    If YES, add \$35.00	Subtotal:	
<input type="checkbox"/> Corporation certified copies    \$ 5.00 each x    (enter number of copies requested)	Subtotal:	
<input type="checkbox"/> LLC certified copies    \$10.00 each x    (enter number of copies requested)	Subtotal:	
<input type="checkbox"/> Certificate of Good Standing    \$10.00 each x    (enter number of copies requested)	Subtotal:	
<b>TOTAL YOUR AMOUNT OWED</b>	<b>TOTAL AMOUNT DUE:</b>	<b>\$0.00</b>

**4. PAYMENT METHOD:**

<input type="checkbox"/> MOD Account #
<b>Cash</b> - do not mail cash. Cash may be used only for in-person submittals. <b>Checks or money orders</b> - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. UNACCEPTABLE CHECKS include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts). <b>Credit cards</b> - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

**5. REQUIRED - RETURN DELIVERY OPTION** (PLEASE PRINT CLEARLY and select only ONE):

<input type="checkbox"/> Email	Email address:		
<input type="checkbox"/> Pick up	Name:	Phone:	
<input checked="" type="checkbox"/> Mail	Name: Zukowski, Bresenhan, Petry, & Piazza, LLP		
	Address: 1177 West Loop South, Suite 1100		
	City: Houston	State: Texas	Zip: 77027
	Phone: (713) 965-9969		

**DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)**

FOR ARIZONA CORPORATION COMMISSION USE ONLY	
PICK-UP BY	DATE

View current processing times at: [www.azcc.gov/Divisions/Corporations/document-processing-times.pdf](http://www.azcc.gov/Divisions/Corporations/document-processing-times.pdf)

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AIR FORCE COMMISSION