

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

FOREIGN REGISTRATION STATEMENT

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 ☐ SERIES LLC

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

MSP HC SFR Casino Royale, 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:

NOTE: For a foreign series LLC, "Series" must be included in the name.

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:

Delaware

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** December 22, 2021

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:

Any lawful business

8. STATUTORY AGENT IN ARIZONA:					
8.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			8.2 REQUIRED – mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box): <input checked="" type="checkbox"/> Check box if same as street address.		
Capitol Corporate Services, Inc. <small>Statutory Agent Name (required)</small>					
<small>Attention (optional)</small> 8825 N 23rd Ave., Ste. 100			<small>Attention (optional)</small> 8825 N 23rd Ave., Ste. 100		
<small>Address 1</small>			<small>Address 1</small>		
<small>Address 2 (optional)</small> City Phoenix	State AZ	Zip 85021	<small>Address 2 (optional)</small> City Phoenix	State AZ	Zip 85021
8.3 REQUIRED – the <u>Statutory Agent Acceptance</u> form M002 must be submitted along with this Application For Registration.					

9. PRINCIPAL MAILING ADDRESS - FOREIGN LLC – see Instructions L025i

Give the **mailing address** of the foreign LLC (not required to, but can be in Arizona and may be a P.O. Box):

<small>Attention (optional)</small> 3953 Maple Avenue, Suite 350		
<small>Address 1</small>		
<small>Address 2 (optional)</small> Dallas	TX	75219
<small>City</small> Country USA	<small>State or Province</small>	<small>Zip</small>

10. JURISDICTION OF FORMATION:

10.1 Does the jurisdiction of formation require the LLC to maintain a street address in that jurisdiction?

- ☐ Yes – complete number 10.2 and continue.
☒ No – complete number 10.3 and continue.

10.2 If you answered "yes" to number 10.1, give the Foreign LLC street address in jurisdiction of formation.

<small>Attention (optional)</small>		
<small>Address 1</small>		
<small>Address 2 (optional)</small>		
<small>City</small>	<small>State or Province</small>	<small>Zip</small>
<small>Country</small>		

- 10.3** If you answered "no" to number 10.1, give the name and addresses of the statutory agent in jurisdiction of formation of Foreign LLC.

Statutory agent name: Capitol Services, Inc.

Street address in jurisdiction of formation:

Attention (optional) 108 Lakeland Avenue		
Address 1		
Address 2 (optional)		
Dover	DE	19901
City	State or Province	Zip
Country	USA	

Mailing address in jurisdiction of formation:

Attention (optional) 108 Lakeland Avenue		
Address 1		
Address 2 (optional)		
Dover	DE	19901
City	State or Province	Zip
Country	USA	

11. INFORMATION REGARDING DESIGNATING FOREIGN COMPANY OF THE FOREIGN SERIES – *see Instructions L025i*

- 11.1 DESIGNATING FOREIGN COMPANY NAME IN JURISDICTION OF FORMATION (FOREIGN NAME)** - enter the exact, true name of the Designating Foreign Company:

- 11.2 FOREIGN DOMICILE** - list the jurisdiction in which the Designating Foreign Company was formed:

- 11.3 DATE OF FORMATION** - list the date on which the Designating Foreign Company was formed:

--

COMPLETE NUMBER 12 OR NUMBER 13 – NOT BOTH.

- 12. MANAGER-MANAGED LLC – *see Instructions L025i*** – 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.*
- 13. MEMBER-MANAGED LLC – *see Instructions L025i*** – 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.*

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

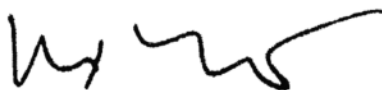
MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
 MSP HC SFR Casino Royal, LLC

2. **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.** Check the appropriate box or boxes below each person listed. If more space is needed, use another Manager Structure Attachment form.

1. Murray J. McCabe, Jr.				2. MSP GP Fund II, L.P.			
Name 3953 Maple Avenue, Suite 350				Name 3953 Maple Avenue, Suite 350			
Address 1				Address 1			
Address 2 (optional) Dallas		TX	75219	Address 2 (optional) Dallas		TX	75219
City USA	State or Province		Zip	City USA	State or Province		Zip
Country				Country			
<input checked="" type="checkbox"/> Manager <input type="checkbox"/> Member owning 20% or more				<input type="checkbox"/> Manager <input checked="" type="checkbox"/> Member owning 20% or more			
3.				4.			
Name				Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
<input type="checkbox"/> Manager <input type="checkbox"/> Member owning 20% or more				<input type="checkbox"/> Manager <input type="checkbox"/> Member owning 20% or more			
5.				6.			
Name				Name			
Address 1				Address 1			
Address 2 (optional)				Address 2 (optional)			
City	State or Province		Zip	City	State or Province		Zip
Country				Country			
<input type="checkbox"/> Manager <input type="checkbox"/> Member owning 20% or more				<input type="checkbox"/> Manager <input type="checkbox"/> Member owning 20% or more			

14. **SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Max Lamont

Signature

Printed Name

9/12/22

Date

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

<input checked="" type="checkbox"/> I am an individual authorized to sign this document.	<input type="checkbox"/> I am signing on behalf of an entity that is authorized to sign this document.
-------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------

Expedited or Same Day/Next Day services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: \$150.00 (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax (for Regular or Expedite Service ONLY): 602-542-4100 Fax (for Same Day/Next Day Service ONLY): 602-542-0900
---------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

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.

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

STATUTORY AGENT ACCEPTANCE*Please read Instructions M002i*

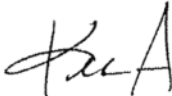
1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Articles of Incorporation):
MSP HC SFR Casino Royale,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



Signature

Krista Abair, Asst. Secretary on behalf
 of Capitol Corporate Services, Inc.

Printed Name

9/12/2022

Date

REQUIRED – check only one:

<input type="checkbox"/> Individual as statutory agent: I am signing on behalf of myself as the individual (natural person) named as statutory agent.	<input checked="" type="checkbox"/> 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.
--------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Expedited services are available for an additional fee – see Instructions or Cover sheet for prices.

Filing Fee: none (regular processing) All fees are nonrefundable - see Instructions.	Mail: Arizona Corporation Commission - Examination 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.

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MSP HC SFR CASINO ROYALE, 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 SECOND DAY OF SEPTEMBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MSP HC SFR CASINO ROYALE, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2021.

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



6490938 8300

SR# 20223433534

You may verify this certificate online at corp.delaware.gov/authver.shtmlA handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204307492

Date: 09-02-22

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MSP HC SFR CASINO ROYALE, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2021, AT 2:24 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "MSP HC SFR CASINO ROYALE, LLC".



6490938 8100H
SR# 20223433536

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204307500
Date: 09-02-22

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:24 PM 12/22/2021
FILED 02:24 PM 12/22/2021
SR 20214191384 - File Number 6490938

**STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
MSP HC SFR CASINO ROYALE, LLC**

The undersigned, acting as an organizer of a limited liability company (the "**Company**") under the Delaware Limited Liability Company Act, hereby adopts the following Certificate of Formation for such limited liability company:

1. Name. The name of the Company is MSP HC SFR Casino Royale, LLC.
2. Address of the Registered Office. The address of the Company's registered office in the State of Delaware is 108 Lakeland Avenue, Dover, Delaware 19901.
3. Name and Address of Registered Agent for Service of Process. The name of the Company's registered agent for service of process is Capitol Services, Inc., and the address of such registered agent is 108 Lakeland Avenue, Dover, Delaware 19901.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation on this 22nd day of December, 2021.

By: /s/ William T. Cavanaugh, Jr.
William T. Cavanaugh, Jr.,
Authorized Person