



COMMONWEALTH OF KENTUCKY
MICHAEL ADAMS, SECRETARY OF STATE

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Michael G. Adams
Kentucky Secretary of State
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Division of Business Filings
P.O. Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Certificate of Authority
(Foreign Business Entity)

Pursuant to the provisions of KRS 14A and KRS 271B, 273, 274,275, 362 and 386 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

- 1. The entity is a: [] profit corporation (KRS 271B) [] nonprofit corporation (KRS 273) [] professional service corporation (KRS 274)
[] business trust (KRS 386). [X] limited liability company (KRS 275) [] professional limited liability company (KRS 275)
[] limited partnership (KRS 362). [] ltd cooperative assn. (KRS) [] statutory trust
[] non-profit llc (KRS 275) [] cooperative assn. (KRS) [] unincorporated association

2. The name of the entity is The Water Street Collective LLC
(The name must be identical to the name on record with the Secretary of State.)

3. The name of the entity to be used in Kentucky is (if applicable):
(Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the entity is organized is Delaware

5. The date of organization is 05/11/2022 and the period of duration is Perpetual
(if left blank, duration is considered perpetual.)

6. The mailing address of the entity's principal office is
401 N. Main Street Winston-Salem NC 27101
Street Address City State Zip Code

7. The street address of the entity's registered office in Kentucky is
421 West Main Street Frankfort KY 40601
Street Address (No P.O. Box Numbers) City State Zip Code

and the name of the registered agent at that office is Corporation Service Company

8. The names and business addresses of the entity's representatives (secretary, officers and directors, managers, trustees or general partners):

Table with 5 columns: Name, Street or P.O. Box, City, State, Zip Code. Row 1: See attached. Row 2: (Empty)

9. If a professional service corporation, all the individual shareholders, not less than one half (1/2) of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. I certify that, as of the date of filing this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.

11. If a limited partnership, it elects to be a limited liability limited partnership. Check the box if applicable: []

12. If a limited liability company, check box if manager-managed: []

13. This application will be effective upon filing, unless a delayed effective date and/or time is provided.
The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is

Please indicate the Kentucky county in which your business operates:
County:
To complete the following, please shade the box completely.
Please indicate the size of your business: [] Small (Fewer than 50 employees) [] Large (50 or more employees)
Please indicate whether any of the following make up more than fifty percent (50%) of your business ownership: [] Women-Owned [] Veteran Owned [] Minority Owned
Please indicate which of the following best describes your business: [] Agriculture [] Mining [] Services [] Construction [] Wholesale Trade [] Retail Trade [] Manufacturing [] Finance, Insurance, Real Estate [] Public Administration [] Transportation, Communications, Electric, Gas, Sanitary Services [] Other

Signature of Authorized Representative: Adin Trbonja, Corporation Service Company, Printed Name & Title, Date: 09/26/2022
Signature of Registered Agent: Michele L. Abbott, Asst. Vice President, Printed Name, Title, Date: 10/21/2022

The Water Street Collective LLC

Managers

Richard Schmidt

Matthew J. Tarallo

Adin Trbonja

Business Address for the above-named managers:

401 N. Main St.

Winston-Salem, NC 27101

Richard Schmidt

Globe House, 4 Temple Pl.

London WC2R 2PG

United Kingdom