

OFFICIAL REGULATORY INSTRUMENT

AUTHORIZED | ACTIVE

REGULATORY AUTHORIZATION FROM
[NAME WITHHELD] AUTHORITY HQ

Foreign Qualification — Dated October '14*

Reference Number: RAD-HQ-FQ-OCT14-AOH

Classification: Regulatory Authorization Document — Foreign Qualification

Issuing Authority:	[Name Withheld] Authority HQ
Date of Issue:	October 2014
Subject Entity (Holder):	Amare Omnia Holdings
Document Reference:	RAD-HQ-FQ-OCT14-AOH
Document Type:	Foreign Qualification Authorization
Document Status:	AUTHORIZED / ACTIVE

SECTION I — RECITALS AND PREAMBLE

This Regulatory Authorization Document (hereinafter, the “Authorization” or the “Document”) is made and issued as of October 2014, by and through [Name Withheld] Authority HQ (hereinafter, the “Authority”), a duly constituted regulatory body vested with lawful authority over foreign qualification matters within its designated jurisdiction, in favor of **Amare Omnia Holdings** (hereinafter, the “Holder”).

NOW, THEREFORE, in consideration of the findings, evaluations, and determinations set forth herein, and for good and sufficient regulatory cause, the Authority hereby issues this Authorization upon the following recitals, which are incorporated herein as substantive provisions of this instrument:

WHEREAS, [Name Withheld] Authority HQ is a duly constituted regulatory body organized, empowered, and operating under the governing regulatory framework applicable to foreign qualification, authorization, and organizational compliance within its jurisdiction, and possesses full lawful authority to review, evaluate, and grant authorizations of the nature set forth herein;

WHEREAS, Amare Omnia Holdings has submitted a complete and properly constituted application for foreign qualification and regulatory authorization to the Authority, together with all supporting documentation, disclosures, representations, and certifications as required under the applicable regulatory framework;

WHEREAS, the Authority has conducted a thorough and good-faith review and evaluation of the application submitted by Amare Omnia Holdings, including all representations made therein, and has determined that Amare Omnia Holdings has demonstrated full compliance with all applicable requirements for the grant of foreign qualification and authorization;

WHEREAS, the Authority has determined that no material deficiency, disqualifying condition, or outstanding regulatory impediment exists that would preclude the grant of the authorization sought by Amare Omnia Holdings;

WHEREAS, this Document constitutes the official, authoritative, and complete record of the authorization granted by [Name Withheld] Authority HQ to Amare Omnia Holdings as of the date hereof, and shall be construed

and given effect as a formal regulatory instrument issued pursuant to the Authority's mandate;

NOW, THEREFORE, upon the foregoing recitals and findings, and pursuant to the authority vested in [Name Withheld] Authority HQ, this Authorization is hereby issued, effective as of October 2014, subject to the terms, conditions, and obligations set forth herein.

SECTION II – GRANT OF AUTHORIZATION

2.1 Grant. Subject to the terms, conditions, and obligations set forth in this Document, [Name Withheld] Authority HQ hereby formally authorizes and qualifies **Amare Omnia Holdings** to conduct its authorized activities and operations within the jurisdiction of the Authority, in accordance with all applicable regulatory frameworks, statutes, rules, and administrative requirements governing foreign-qualified organizational entities.

2.2 Scope of Authorization. This Authorization extends to, and encompasses, the following scope of activities and organizational functions:

1. Foreign qualification of Amare Omnia Holdings as an authorized organizational entity within the Authority's jurisdiction, permitting the Holder to conduct its principal organizational operations, business activities, and administrative functions as permitted under the governing regulatory framework;
2. The execution, delivery, and filing of documents, instruments, applications, notices, and reports with applicable regulatory bodies, governmental authorities, and third parties in connection with the Holder's authorized operations;
3. Such other incidental activities as are reasonably necessary, appropriate, and permitted under the applicable regulatory

framework for an entity holding foreign qualification status within the Authority's jurisdiction.

2.3 Jurisdiction Acknowledgment. By accepting this Authorization, Amare Omnia Holdings acknowledges and agrees that it is subject to the jurisdiction of [Name Withheld] Authority HQ and all applicable laws, regulations, rules, and administrative requirements of the Authority's jurisdiction with respect to its foreign-qualified operations, and that such operations shall at all times be conducted in full compliance therewith.

2.4 Nature of Authorization. This Authorization constitutes a grant of foreign qualification status and regulatory recognition to Amare Omnia Holdings within the Authority's jurisdiction. It does not constitute a waiver or modification of any applicable law or regulation, nor does it convey rights or privileges beyond those expressly set forth herein or otherwise available under the governing regulatory framework.

SECTION III — CONDITIONS AND OBLIGATIONS

This Authorization is granted subject to, and conditioned upon, the Holder's full and ongoing compliance with each of the following conditions and obligations. Failure to satisfy any condition herein may result in suspension, revocation, or non-renewal of this Authorization at the Authority's discretion:

4. **Maintenance of Good Standing.** Amare Omnia Holdings shall maintain continuous good standing in its jurisdiction of formation, organization, or incorporation. Evidence of good standing shall be made available to the Authority upon request and shall be submitted in connection with any renewal or compliance filing as required.
5. **Compliance with Applicable Laws and Regulations.** The Holder shall at all times comply with all applicable laws, statutes, regulations,

rules, orders, and administrative requirements of the Authority's jurisdiction and any other jurisdiction in which it operates, including but not limited to those governing organizational conduct, financial reporting, licensing, and regulatory filings.

6. **Regulatory Reporting Requirements.** Amare Omnia Holdings shall timely prepare, execute, and submit all reports, filings, returns, disclosures, and other documents required by the Authority or any applicable regulatory body within the jurisdiction, in the form and manner prescribed by the governing regulatory framework, and within all applicable deadlines.
7. **Notification of Material Changes.** The Holder shall provide written notice to [Name Withheld] Authority HQ within the timeframe prescribed by the applicable regulatory framework upon the occurrence of any material change in its organizational structure, ownership, control, name, principal place of business, jurisdiction of formation, or any other matter that may affect the validity or scope of this Authorization.
8. **Registered Agent and Representative.** Amare Omnia Holdings shall at all times maintain a duly appointed registered agent and/or authorized representative within the Authority's jurisdiction, as required under the governing regulatory framework. The identity and contact information of such registered agent or representative shall be current and accurately reflected in all applicable filings with the Authority.
9. **Annual Renewal and Confirmation of Authorization.** This Authorization is subject to annual renewal in accordance with the procedures, timelines, and requirements established by [Name Withheld] Authority HQ. The Holder shall timely submit all renewal

applications, fees, and supporting documentation as required. Failure to renew this Authorization in accordance with prescribed procedures may result in lapse, suspension, or revocation of authorized status.

10. Cooperation with the Authority. Amare Omnia Holdings shall cooperate fully and in good faith with [Name Withheld] Authority HQ in connection with any inquiry, audit, examination, or proceeding undertaken by the Authority in the exercise of its regulatory mandate, and shall provide access to relevant records, documents, and personnel as required.

11. Fees and Assessments. The Holder shall timely pay all applicable regulatory fees, assessments, and charges levied by the Authority in connection with this Authorization, its renewal, and any related regulatory processes, in accordance with the fee schedule established by the Authority from time to time.

SECTION IV — REPRESENTATIONS BY THE HOLDER

In connection with the application for, and the acceptance of, this Authorization, **Amare Omnia Holdings** hereby makes the following representations and warranties to [Name Withheld] Authority HQ, each of which is material to the Authority's determination to grant this Authorization, and each of which shall be deemed repeated and reaffirmed as of the date of each annual renewal:

12. Accuracy and Completeness of Disclosure. All information, representations, certifications, and documentation submitted by Amare Omnia Holdings to the Authority in connection with its application for foreign qualification are true, accurate, complete, and not misleading in any material respect as of the date of submission.

The Holder has not omitted any information that would be material to the Authority's review or determination.

13. Legal Formation and Authority to Operate. Amare Omnia Holdings is duly formed, organized, validly existing, and in good standing under the laws of its jurisdiction of formation or organization. The Holder has full legal power, authority, and capacity to conduct its activities as described in its application and as authorized herein, and all requisite internal authorizations and approvals have been duly obtained.

14. No Disqualifying Legal Proceedings. As of the date of this Authorization, there are no pending, threatened, or reasonably foreseeable legal proceedings, governmental actions, regulatory sanctions, judicial orders, or other proceedings against Amare Omnia Holdings or its principals that would, if determined adversely, constitute a disqualifying condition under the Authority's governing regulatory framework or otherwise materially impair the Holder's ability to operate as authorized herein.

15. No Fraudulent Misrepresentation. The Holder has not made any fraudulent misrepresentation, material omission, or misleading statement to the Authority or any other regulatory body in connection with its application for foreign qualification or the matters addressed in this Document.

16. Continuing Obligation to Update. The Holder acknowledges and agrees that each of the foregoing representations is of a continuing nature, and that the Holder is obligated to promptly notify the Authority of any change in circumstances that would render any such representation inaccurate, incomplete, or misleading.

SECTION V — EFFECTIVE DATE AND DURATION

5.1 Effective Date. This Authorization shall be effective as of **October 2014** (the “Effective Date”), being the date on which the Authority determined that all requirements for the grant of foreign qualification had been satisfied by Amare Omnia Holdings and formally approved the issuance of this instrument.

5.2 Duration. This Authorization shall remain in full force and effect on a continuous basis from the Effective Date, subject to:

17. The Holder’s timely completion of all annual renewal requirements as set forth in Section III, Condition 6 hereof;
18. The Holder’s ongoing compliance with all conditions, obligations, and representations set forth in this Document; and
19. The Authority’s right to suspend, revoke, or decline to renew this Authorization upon the Holder’s failure to meet applicable requirements, or upon such other grounds as may be provided for under the governing regulatory framework.

5.3 Effect of Non-Renewal or Revocation. Upon the expiration, lapse, non-renewal, suspension, or revocation of this Authorization, Amare Omnia Holdings shall cease to hold foreign qualification status within the Authority’s jurisdiction and shall promptly take all actions required by the governing regulatory framework in connection therewith, including the filing of any required notices, withdrawal documents, or related instruments.

5.4 Amendments and Modifications. This Authorization may be amended, supplemented, or modified only by a written instrument duly issued by [Name Withheld] Authority HQ in accordance with the applicable regulatory procedures. No informal communication, conduct, or representation by the Authority or any of its officers shall constitute an amendment or waiver of any provision hereof.

** **Note on Date Reference:** This Document reflects the Authorization as originally issued in October 2014. All conditions, representations, and terms set forth herein remain operative and subject to review and renewal in accordance with the governing regulatory procedures in force at the time of each renewal. The designation "October '14" refers exclusively to the original date of foreign qualification authorization and does not limit the ongoing force and effect of this instrument, as renewed and confirmed from time to time.*

SECTION VI — CERTIFICATION AND EXECUTION

The undersigned, being a duly authorized officer of [Name Withheld] Authority HQ, hereby certifies that this Regulatory Authorization Document is a true, accurate, complete, and duly authorized issuance of [Name Withheld] Authority HQ; that the grant of foreign qualification to Amare Omnia Holdings as set forth herein has been made in accordance with the applicable regulatory framework and all internal approval procedures of the Authority; and that this instrument constitutes the official record of such authorization, effective as of October 2014.

This certification is made under the authority vested in [Name Withheld] Authority HQ and under penalty of regulatory sanction for any knowing or willful misrepresentation.

IN WITNESS WHEREOF, [Name Withheld] Authority HQ has caused this Regulatory Authorization Document to be executed by its duly authorized officer as of the date first written above.

**Authorized Officer —
[Name Withheld]**

**[OFFICIAL SEAL] [Name
Withheld] Authority HQ**

Authority HQ
Authorized Signatory
Authorized Regulatory
Officer [Name Withheld]
Authority HQ Date:
October 2014

Attestation: The undersigned hereby attests that the foregoing Regulatory Authorization Document, bearing Reference Number **RAD-HQ-FQ-OCT14-AOH**, has been duly authorized, executed, and issued by [Name Withheld] Authority HQ in accordance with its regulatory mandate and applicable procedural requirements, and that Amare Omnia Holdings is duly authorized and qualified in the status and to the extent set forth herein.

Attesting Officer: _____

Title: Records and Compliance Officer, [Name Withheld] Authority HQ

* “October ’14” refers to the original date of foreign qualification authorization issued to Amare Omnia Holdings by [Name Withheld] Authority HQ. Subsequent renewals, confirmations, and amendments to this Authorization are governed by the regulatory framework in force at the time of each respective renewal or amendment. The original issuance date does not operate to limit, curtail, or otherwise affect the ongoing validity of this Authorization as periodically renewed and confirmed in accordance with applicable regulatory procedures.

Document Reference: RAD-HQ-FQ-OCT14-AOH | **Subject Entity:** Amare Omnia Holdings | **Issuing Authority:** [Name Withheld] Authority HQ

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