

APPENDIX 3

IN THE MATTER OF
THE LIMITED LIABILITY COMPANIES LAW, 2016

AND

IN THE MATTER OF

CONTINUING, LLC

AFFIDAVIT

I, Bobby Stewart of 20 Lake view Crescent, Bahamas, MAKE OATH and say as follows:

1. I am a manager of CONTINUING, LLC (the “Company”) a company applying for continuation pursuant to Section 54(3) of the Limited Liability Companies Law, 2016 and I am well acquainted with its affairs;
2. Having made due enquiry I am of the opinion that:
 - a. no petition or other similar proceeding has been filed and remains outstanding or order made or resolution adopted to wind up or liquidate (or to take any analogous steps) the applicant in any jurisdiction;
 - b. no receiver, trustee, liquidator or administrator or other similar person has been appointed in any jurisdiction and is acting in respect of the applicant, its affairs or its property or any part thereof;
 - c. no scheme, order, compromise or other similar arrangement has been entered into or made in any jurisdiction whereby the rights of creditors of the applicant are and continue to be suspended or restricted;
 - d. the applicant has confirmed that it is able to pay its debts as they fall due;
 - e. the application for registration is *bona fide* and not intended to defraud existing creditors of the applicant;
 - f. any consent or approval to the transfer required by any contract or undertaking entered into or given by the applicant has been obtained, released or waived, as the case may be;
 - g. the transfer is permitted by and has been approved in accordance with the charter documents of the applicant;

APPENDIX 3

- h. the applicant is formed, registered, incorporated or existing in a relevant jurisdiction and the laws of such relevant jurisdiction with respect to transfer have been or will be complied with;
 - i. the applicant is constituted in a form that has separate legal personality;
 - j. the applicant will, upon registration hereunder, cease to be formed, registered, incorporated or exist under the laws of the relevant jurisdiction;
3. A statement of the assets and liabilities of the Company made up to 31 March 2016 is attached to this affidavit.

Continuing, LLC

SWORN before me at Nassau on 22nd Day of June 2016)

By: B Stewart

Name: Bobby Stewart

Title: Manager

Date: 22 Jun 2016

Notary Public¹

¹ GCR 1995 (Revised)/Amended 08.09.03/Amended 01.11.09 =O.12, r.12.7 The rule that affidavits may only be sworn before Justices of the Peace is abolished. Affidavits may now be sworn either before a Justice of the Peace (including the Clerk of the Court and other ex-officio justices) or a Notary Public (except one who is the party's attorney) as may be convenient.

APPENDIX 3

At Delaware, LLC Statement of Assets and Liabilities as at 31 March 2016

<u>ASSETS</u>		<u>LIABILITIES</u>	
Current assets		Current liabilities	
Cash	\$ 2,100	Notes payable	\$ 5,000
Petty cash	100	Accounts payable	35,900
Temporary investments	10,000	Wages payable	8,500
Accounts receivable - net	40,500	Interest payable	2,900
Inventory	31,000	Taxes payable	6,100
Supplies	3,800	Warranty liability	1,100
Prepaid insurance	1,500	Unearned revenues	1,500
Total current assets	<u>89,000</u>	Total current liabilities	<u>61,000</u>
Investments	<u>36,000</u>	Long-term liabilities	
Property, plant & equipment		Notes payable	20,000
Land	5,500	Bonds payable	400,000
Land improvements	6,500	Total long-term liabilities	<u>420,000</u>
Buildings	180,000		
Equipment	201,000	Total liabilities	<u>481,000</u>
Less: accum depreciation	<u>(56,000)</u>		
Prop, plant & equip - net	<u>337,000</u>		
Intangible assets		<u>STOCKHOLDERS' EQUITY</u>	
Goodwill	105,000	Common stock	110,000
Trade names	200,000	Retained earnings	220,000
Total intangible assets	<u>305,000</u>	Accum other comprehensive income	9,000
Other assets	<u>3,000</u>	Less: Treasury stock	<u>(50,000)</u>
Total assets	<u>\$ 770,000</u>	Total stockholders' equity	<u>289,000</u>
		Total liabilities & stockholders' equity	<u>\$ 770,000</u>

The notes to the sample balance sheet have been omitted.