

M 04000000361

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

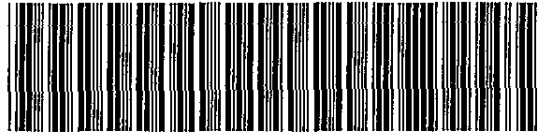
☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:



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COMMISSIONER OF CORPORATIONS  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 408627 4379532  
AUTHORIZATION : *Patricia Pigato*  
COST LIMIT : \$ 125.00

FILED  
04 JAN 27 PM 5:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 23, 2004

ORDER TIME : 2:27 PM

ORDER NO. : 408627-010

CUSTOMER NO: 4379532

CUSTOMER: Jack Hudson  
Hewitt & O'neil Llp  
Suite 1050  
19900 Macarthur Boulevard  
Irvine, CA 92612

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: KMSB, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 2949

EXAMINER: \_\_\_\_\_

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. KMSB, LLC  
(Name of foreign limited liability company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For  
(FEI number, if applicable)
4. 1/23/04  
(Date of Organization)
5. March 31, 2050  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 4100 MacArthur Blvd., Suite 200  
Newport Beach, CA 92660  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

- |  |   |
|--|---|
| A. <u>Makar Properties, LLC</u>        | B. <u>Kimpton Hotel &amp; Restaurant Group, LLC</u> |
| <u>4100 MacArthur Blvd., Suite 200</u> | <u>222 Kearney Street, Suite 200</u>                |
| <u>Newport Beach, CA 92660</u>         | <u>San Francisco, CA 94108</u>                      |
| <u>Attn: Samuel H. Weissbard</u>       | <u>Attn: Joseph D. Long</u>                         |
| <u>Executive Vice President</u>        | <u>Executive Vice President</u>                     |
| <u>and General Counsel</u>             |   |

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Acquisition and Development  
of real estate.

John D. Hudson  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John D. Hudson  
Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE  
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

KMSB, LLC

2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

Cynthia L. Harris  
(Signature)

**Cynthia L. Harris  
as its agent**

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

# Delaware

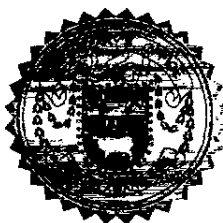
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KMSB, 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 TWENTY-THIRD DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "KMSB, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3756445 8300

AUTHENTICATION: 2889632

040050781

DATE: 01-23-04