

Division of Corporations

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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
 Fax Number : (850)617-6383

From: Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (850)222-1092
 Fax Number : (850)878-5368

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2014 NOV -3 AM @ 10

FILED

INLAND WESTERN ROYAL PALM BEACH COMMONS, L.L.C.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$25.00 |

RECEIVED

14 NOV -3 AM 10:00

DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
INFORMATION SERVICES

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Corporate Filing Menu

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105-1893

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Retail Properties of America, Inc.
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ann M. Sharp
Name of Person

Retail Properties of America, Inc.
Firm/Company

2021 Spring Road, Suite 200
Address

Oak Brook, IL 60523
City/State and Zip Code

sharp@rpa.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

_____ at (_____) _____
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy

CR2E055 (12/13)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2014 NOV -3 AM 8:18

FILED

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of State: Inland Western Royal Palm Beach Commons, L.L.C.

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: April 11, 2005

SECTION II (4-7 complete only the applicable changes)

4. New name of the limited liability company: RPAI Royal Palm Beach Commons, L.L.C.
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

5. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

6. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

7. Attached is an original certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.


Signature of the authorized representative

Ann M. Sharp, Assistant Vice President and Assistant Secretary of Retail Properties of America, Inc., a Maryland corporation, sole member of Inland Western Royal Palm Beach Commons, L.L.C., a Delaware limited liability corporation

Typed or printed name of signee

Filing Fee: \$25.00

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2014 NOV -3 AM 9:18
FLORIDA DEPARTMENT OF STATE

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INLAND WESTERN ROYAL PALM BEACH COMMONS, L.L.C.", CHANGING ITS NAME FROM "INLAND WESTERN ROYAL PALM BEACH COMMONS, L.L.C." TO "RPAI ROYAL PALM BEACH COMMONS, L.L.C.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2014, AT 1:56 O'CLOCK P.M.

3951217 8100

141364535



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1831497

DATE: 11-03-14

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:06 PM 10/31/2014
FILED 01:56 PM 10/31/2014
SRV 141958449 - 9951217 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: _____
Inland Western Royal Palm Beach Commons, L.L.C.

2. The Certificate of Formation of the limited liability company is hereby amended as follows:


Article First is hereby deleted in its entirety and replaced with the following:
First: The name of the limited liability company is RPAI Royal Palm Beach Commons, L.L.C.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 31st day of October, A.D. 2014.

Inland Western Royal Palm Beach Commons, L.L.C.,
a Delaware limited liability company

By: MS Inland Fund, LLC, a Delaware limited liability company, its sole member

By: Retail Properties of America, Inc.,
a Maryland corporation, its sole member

By: 
Ann M. Sharp
Assistant Vice President and Assistant Secretary