

Division of Corporations

Page 1 of 1

**M09000000562**

Florida Department of State  
Division of Corporations  
Public Access System

*Stephane J.  
29627*

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000030650 3)))



H090000306503ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : BILZIN SUMBERG BAENA PRICE & AXELROD LLP  
 Account Number : 075350000132  
 Phone : (305) 374-7580  
 Fax Number : (305) 351-2122

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 FEB 10 AM 8:40

FILED

RECEIVED

09 FEB 10 PM 2:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**RL Partners GP, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

**C. LEWIS**

FEB 11 2009

**EXAMINER**

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2009 FEB 10 AM 8:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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. RL Partners GP, LLC

(Name of Foreign Limited Liability Company; must include "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 include "Limited Liability  
Company," "L.L.C.," "LLC.")*

2. Delaware

(Jurisdiction under the law of which foreign limited liability  
company is organized)

3. Applied for

(FEI number, if applicable)

4. January 29, 2009

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to  
exist or "perpetual")

6. Anticipated Subsequent to Filing

(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 700 N.W. 107th Avenue

Miami, Florida 33172

(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:

Rialto Capital Management, LLC - Managing Member

c/o Lennar Homes, LLC, 700 N.W. 107th Avenue, Miami, Florida 33172

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: Ownership and

development of real property interests

Rialto Capital Management, LLC, a Delaware LLC, its managing member

By: 

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.)

Jeffrey P. Krasnoff, Managing Member

Typed or printed name of signer

FILED

2009 FEB 10 AM 8:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

RL Partners GP, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

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

C T Corporation

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation

FL

33324

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, Florida Statutes.*

  
\_\_\_\_\_  
(Signature)

**Madonna Cuddihy  
Special Assistant Secretary**

- \$ 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, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RL PARTNERS GP, 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-NINTH DAY OF JANUARY, A. D. 2009.

4649764 8300

090080223

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7107449

DATE: 01-29-09

H096000306503