

M12000003616

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

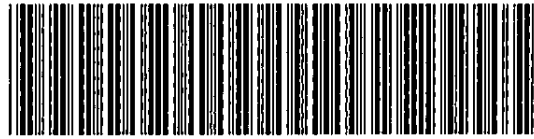
(Business Entity Name)

(Document Number)

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

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06/19/12--01001--010 \*\*310.00

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TALLAHASSEE, FLORIDA

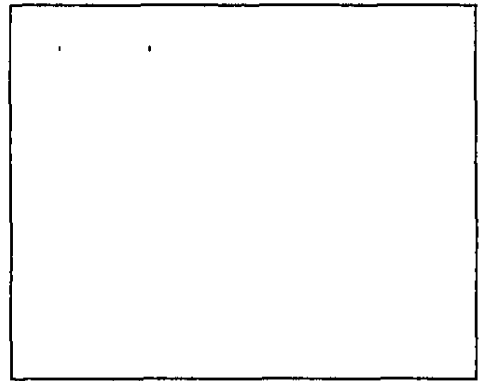
W12

J. BRYAN

JUN 28 2012

EXAMINE

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)656-6446



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

RM MANAGER, LLC

CK# 3916 FOR \$310.00 (\$155.00 for this filing)

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PLEASE FILE THE ATTACHED QUALIFICATION & RETURN THE FOLLOWING:

- XXX CERTIFIED COPY
- \_\_\_ STAMPED COPY
- \_\_\_ CERTIFICATE OF STATUS

Examiner's Initials

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** RM MANAGER, LLC  
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

MICHELLE J. BAYER  
Name of Person

MUCH SHELIST  
Firm/Company

191 N. WACKER DR., STE. 1800  
Address

CHICAGO, IL 60606  
City/State and Zip Code

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

MICHELLE J. BAYER at (312) 521-2441  
Name of Person Area Code & Daytime Telephone Number

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

**STREET ADDRESS:**  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee     \$130.00 Filing Fee & Certificate of Status     \$155.00 Filing Fee & Certified Copy     \$160.00 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 19, 2012

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: RM MANAGER, LLC  
Ref. Number: W12000033020

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
\* RE-SUBMITTING  
W/ CORRECTIONS  
PLEASE RETAIN  
ORIGINAL SUBMISSION  
DATE 6-18-12

We have received your document for RM MANAGER, LLC and your check(s) totaling \$310.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a foreign limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations. Therefore, the limited liability company must select an alternate name for use in the state of Florida. Also, please note that adding "of Florida" or "Florida" to the end of the name is not acceptable.

Please insert the alternate name in the space provided on the application form. You must also attach a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

The alternate name must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC".

The document number of the name conflict is #P11000103223, R&M MANAGERS, INC..

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

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Joey Bryan  
Regulatory Specialist II

Letter Number: 312A00016945

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TALLAHASSEE, FLORIDA  
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UNANIMOUS WRITTEN CONSENT OF THE MANAGER  
OF

RM Manager, LLC

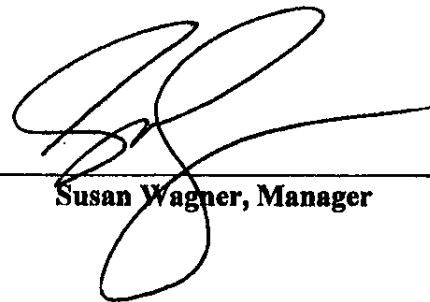
The undersigned, being the Manager of RM Manager, LLC, a Delaware limited liability company ("**Company**"), pursuant to the provisions of the Delaware Limited Liability Company Act, and the Company's Operating Agreement, do hereby consent in writing to the adoption of the following resolutions:

WHEREAS, the true legal name of the Company is not available for use in the State of Florida; and

WHEREAS, the State of Florida requires Manager consent to adopt an alternate name in Florida if the true legal name of an entity is not available for use.

NOW, THEREFORE, BE IT RESOLVED, that the Company elects to use the alternate name of "**RM Manager Tranquility LLC**" for purposes of qualifying the Company to conduct business in the State of Florida; this name shall be reflected on the Application by Foreign Limited Liability company for Authorization to Transact Business in Florida.

Dated: June 21, 2012



Susan Wagner, Manager

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2012 JUN 18 AM 10:14  
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. RM MANAGER, LLC

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

RM MANAGER TRANQUILITY 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. \_\_\_\_\_

(FEI number, if applicable)

4. JUNE 12, 2012

(Date of Organization)

5. PERPETUAL

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

6. UPON FILING

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

7. 600 CENTRAL AVENUE, SUITE 365

HIGHLAND PARK, IL 60035-3257

(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:

SUSAN WAGNER, MANAGER

600 CENTRAL AVENUE, SUITE 365

HIGHLAND PARK, IL 60035-3257

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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: \_\_\_\_\_

REAL ESTATE

  
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Susan Wagner, Manager

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:

RM MANAGER, LLC

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

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

JAY FELNER

(Name)

4182 LIVE OAK BOULEVARD

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

DELRAY BEACH

FL 33445

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.*

Jay Felner

By: 

(Signature)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RM MANAGER, 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 EIGHTEENTH DAY OF JUNE, A.D. 2012.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RM MANAGER, LLC" WAS FORMED ON THE TWELFTH DAY OF JUNE, A.D. 2012.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



5168441 8300

120746128

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: 9648637

DATE: 06-18-12