

M 12000007202

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

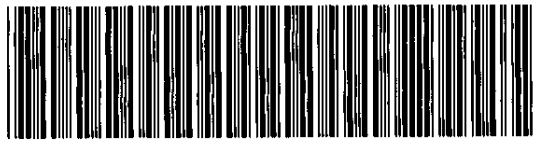
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*125.00*

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STATE PARK DISTRICT  
TALAMHASSEE FLORIDA

2012 DEC 27 AM 8:20

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J. SAULSBERRY  
EXAMINER  
DEC 28 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 464121 7454283

AUTHORIZATION

*Spuddean*

COST LIMIT : \$ 125.00

ORDER DATE : December 18, 2012

ORDER TIME : 8:31 AM

ORDER NO. : 464121-010

CUSTOMER NO: 7454283

FOREIGN FILINGS

NAME: BEHRINGER HARVARD KENDALL  
COMMONS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

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

SECRETARY OF STATE  
TALAMON STREET  
MONTGOMERY, ALA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Behringer Harvard Kendall Commons, 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:

Patricia Flournoy

Name of Person

Behringer Harvard

Firm/Company

15601 Dallas Parkway, Suite 600

Address

Addison, TX 75001

City/State and Zip Code

pflournoy@bhfunds.com

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2012 DEC 27 AM 8:20  
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For further information concerning this matter, please call:

Patricia Flournoy at ( 469 ) 341-2342  
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

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

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

1. Behringer Harvard Kendall Commons, 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 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 12/18/2012 5. perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

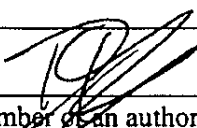
7. 15601 Dallas Parkway, Suite 600  
Addison, TX 75001  
(Street Address of Principal Office)

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:  
Behringer Harvard Multifamily OP I LP  
15601 Dallas Parkway, Suite 600  
Addison, TX 75001

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.)

Daniel J. Rosenberg, Senior Vice President - Legal

Typed or printed name of signee

2012 DEC 27 AM 8:20  
FILED  
DEPARTMENT 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:

**Behringer Harvard Kendall Commons, LLC**

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

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

**Corporation Service Company**

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(Name)

**1201 Hays Street**

---

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

**Tallahassee**

---

FL

**32301**

---

City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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.*

*Stephanie Milnes Asst. V.P.*

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(Signature)

**\$ 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 "BEHRINGER HARVARD KENDALL COMMONS, 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-FIRST DAY OF DECEMBER, A.D. 2012.

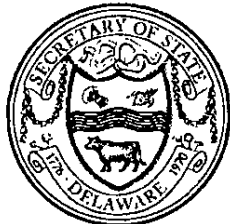
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BEHRINGER HARVARD KENDALL COMMONS, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2012.

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

FILED  
2012 DEC 27 AM 8:20  
SECRETARY OF STATE  
TALLEM HASSSEY, FLORIDA

5261192 8300

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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: 0094053

DATE: 12-21-12