

#M14000006020

(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:

W14-41535 Mcn

Office Use Only



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2014 JUL -3 AM 9:148
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
14 JUL -3 AM 9:22

K. SALY
EXAMINER
AUG 22 2014



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 203371 8003446

AUTHORIZATION

COST LIMIT : \$ 125.00

A handwritten signature in black ink, appearing to read "Spencer", is written over the "AUTHORIZATION" and "COST LIMIT" fields.

ORDER DATE : July 2, 2014

ORDER TIME : 9:09 AM

ORDER NO. : 203371-020

CUSTOMER NO: 8003446

FOREIGN FILINGS

NAME: CENTER STREET LENDING FUND
VII SPE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karissa Lowry -- EXT# 62277

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 7, 2014

CSC / KARISSA LOWRY

RESUBMIT
Please give original
submission date as file date.

SUBJECT: CENTER STREET LENDING FUND VII SPE, LLC
Ref. Number: W14000041535

We have received your document for CENTER STREET LENDING FUND VII SPE, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the name of the managers mentioned in section 7 of the application.,

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.

Karen A Saly
Regulatory Specialist II

Letter Number: 114A00014503

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14 AUG 21 AM 10:49

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Center Street Lending Fund VII SPE, 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. 46-4117953 46-4117953
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. February 3, 2014
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

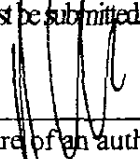
5. 18301 Von Karman Ave, Ste 330, Irvine, CA 92612
(Street Address of Principal Office)

6. 18301 Von Karman Ave, Ste 330, Irvine, CA 92612
(Mailing Address)

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TALLAHASSEE, FLORIDA

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Stephen Cavig, Manager, 18301 Von Karman, Ste 330, Irvine, CA 92612
David Frosh, manager, 18301 Von Karman, Ste 330, Irvine, CA, 92612

8. 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.)



Signature of an authorized person
(In accordance with section 605.0203, 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.)
Dag Wilkinson

Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Center Street Lending Fund VII SPE, 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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

32301

FL

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 605, Florida Statutes.

Corporation Service Company

By:



(Signature)

**Troy Toda
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)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENTER STREET LENDING FUND VII SPE, 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 SECOND DAY OF JULY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CENTER STREET LENDING FUND VII SPE, LLC" WAS FORMED ON THE TWELFTH DAY OF NOVEMBER, A.D. 2013.

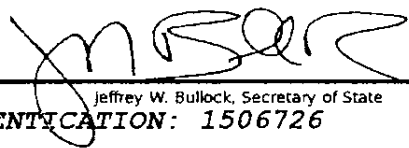
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

5430707 8300

140915274



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1506726

DATE: 07-02-14