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DIVISION OF CORPORATIONS
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2014 DEC 15 AM 9:56
STATE OF FLORIDA
TALLAHASSEE

DEC 16 2014
J. BRUCE

ACCOUNT NO. : I20000000195
REFERENCE : 421624 7943287
AUTHORIZATION : *Spaldeman*
COST LIMIT : \$ 160.00

ORDER DATE : December 15, 2014

ORDER TIME : 4:04 PM

ORDER NO. : 421624-005

CUSTOMER NO: 7943287

FOREIGN FILINGS

NAME: TIDEN FUNDAMENTAL (TUSCANY
VILLAS) HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Emily Gray -- EXT# 62925

EXAMINER: _____

2014 DEC 15 AM 9:56
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Tilden Fundamental (Tuscany Villas) Holdings, 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:

MLinda Draughn

Name of Person

Saul Ewing LLP

Firm/Company

500 E. Pratt Street

Address

Baltimore, MD 21202

City/State and Zip Code

akadish@capreit.com

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

For further information concerning this matter, please call:

MLinda Draughn

Name of Contact Person

410

Area Code

332-8859

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2014 DEC 15 AM 9:56

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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. Tilden Fundamental (Tuscany Villas) Holdings, 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

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

3.

(FEI number, if applicable)

4. N/A

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

5. 1200 Rockville Pike, Suite 100

Rockville, MD 20852

(Street Address of Principal Office)

6. 1200 Rockville Pike, Suite 100

Rockville, MD 20852

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Fundamental Partners III LP, Managing Member

c/o Fundamental Advisors, LP

745 Fifth Avenue, 30th Floor, New York, NY 10151

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.)

Howard Majev

Typed or printed name of signee

2014 DEC 15 AM 9:56
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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**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:

Tilden Fundamental Tuscany Villas Apartments, 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:

Corporate Service Company

(Name)

1201 Hays Street

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

Tallahassee

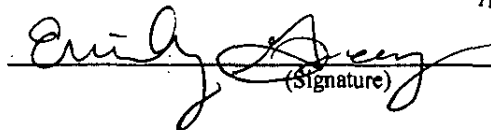
FL 32301

City/State/Zip

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TALLAHASSEE FLORIDA

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.

Emily Gray
Asst. Vice President


(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

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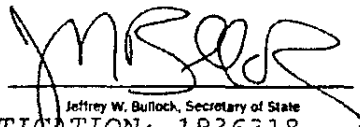
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TILDEN FUNDAMENTAL (TUSCANY VILLAS) HOLDINGS, 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 NINTH DAY OF DECEMBER, A.D. 2014.

5652172 8300

141505509




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1936318

DATE: 12-09-14
141505509