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(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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TALLAHASSEE FLORIDA
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3/2

CT

March 1, 2016

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 70605440 WO
Customer Reference 1: Pompano Beach
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

Broadstone Pompano Beach Alliance, LLC (DE)
Registration
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Broadstone Pompano Beach Alliance, 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:

Joanna Contarino
Name of Person

Alliance Residential LLC
Firm/Company

2415 E. Camelback Rd., Ste 600
Address

Phoenix, AZ 85016
City/State and Zip Code

akunkin@eidebailly.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Trina Armstrong at 214 259-0924
Name of Contact 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
2601 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 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Broadstone Pompano Beach Alliance, 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 3. _____
 (Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

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

5. 2415 E. Camelback Rd., Ste 600
Phoenix, AZ 85016
 (Street Address of Principal Office)

6. 2415 E. Camelback Rd., Ste 600
Phoenix, AZ 85016
 (Mailing Address)


7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
 Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
 (City) (Zip code)

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 TALLAHASSEE FLORIDA

Registered agent's acceptance:

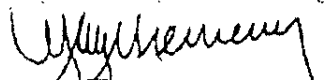
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: C T Corporation System  Michael E. Jones
 (Registered agent's signature)

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

SEE ATTACHED PAGE: (Members)

9. Attached is a 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. (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

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

HRE Holdings, LLC By: V. Jay Hiemenz, Sole Member
 Typed or printed name of signee

EXHIBIT A to
Application by Foreign Limited Liability Company
For
Authorization to Transact Business in Florida
Of
BROADSTONE POMPANO BEACH ALLIANCE, LLC

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TALLAHASSEE FLORIDA

MEMBER NAMES	ADDRESS
Baker Street Holdings, L.L.C.	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016
Michael J. Ging	1800 Boca Center 1800 North Military Trail, Suite 250 Boca Raton, Florida 33431
Rippel Realty Holdings, Ltd.	820 Gessner, Suite 1000 Houston, Texas 77024
HRE Holdings, LLC	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016
Brian Austin	820 Gessner, Suite 1000 Houston, Texas 77024
Robert Hall	1800 Boca Center 1800 North Military Trail, Suite 250 Boca Raton, Florida 33431
Robert M. Hutt	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016
Patrick W. Dukes	355 NE Ford Street McMinnville, Oregon 97128
Robert G. Weston, Jr.	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016
James M. Krohn	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADSTONE POMPANO BEACH ALLIANCE, 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 FEBRUARY, A.D. 2016.

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

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TALLAHASSEE FLORIDA




Jeffrey W. Bullock, Secretary of State

5976204 8300

SR# 20161299462

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

Authentication: 201902715

Date: 02-29-16