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**Foreign Limited Liability Company
 BABCOCK RANCH TOWN OPERATIONS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
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JUN 07, 2016
 J. BRUCE

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

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

1. BABCOCK RANCH TOWN OPERATIONS, 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. 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418

(Street Address of Principal Office)

6. 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418

(Mailing Address)

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

Name: George Speer
Office Address: 4500 PGA Boulevard, Suite 400
Palm Beach Gardens Florida 33418
(City) (Zip code)

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.

(Registered agent's signature)
George Speer, as Registered Agent

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
KE Babcock Holdings, L.L.C, Member - 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, FL 33418

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) Sydney W. Kitson, CEO of KE Babcock Holdings, LLC, Member

(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.

Sydney W. Kitson
Typed or printed name of signee

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Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BABCOCK RANCH TOWN OPERATIONS, 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 TWENTIETH DAY OF JUNE, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BABCOCK RANCH TOWN OPERATIONS, LLC" WAS FORMED ON THE SEVENTEENTH DAY OF JUNE, A.D. 2016.

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



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SR# 20164545326

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202521945

Date: 06-20-16