

MIL000010394

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

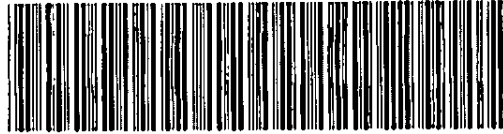
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DEC 29 2016  
J. HARRIS

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 439715 4302216  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 125.00

ORDER DATE : December 28, 2016  
ORDER TIME : 12:22 PM  
ORDER NO. : 439715-070  
CUSTOMER NO: 4302216

FOREIGN FILINGS

NAME: BRE ROOK SH MANGROVE BAY 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: Courtney Williams -- EXT# 62935

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

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: BRE Rook SH Mangrove Bay 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:

Ron Bernstein

\_\_\_\_\_  
Name of Person

The Blackstone Group

\_\_\_\_\_  
Firm/Company

345 Park Avenue

\_\_\_\_\_  
Address

New York, NY 10154

\_\_\_\_\_  
City/State and Zip Code

ron.bernstein@blackstone.com

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

For further information concerning this matter, please call:

Aryeh E. Goldman

212

455-2074

at (\_\_\_\_\_) \_\_\_\_\_

\_\_\_\_\_  
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  
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 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. BRE Rook SH Mangrove Bay 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. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o The Blackstone Group, 345 Park Ave.  
New York, NY 10154  
(Street Address of Principal Office)

6. c/o The Blackstone Group, 345 Park Ave.  
New York, NY 10154  
(Mailing Address)

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

Name: Corporation Service Company  
Office Address: 1201 Nays Street  
Tallahassee, Florida 32301  
(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)

Courtney Williams  
Asst. Vice President

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

The authority to manage the company is vested in a Managing Member entity, BRE Rook SH Holdings LLC. The

Managing Member has appointed officers to the company who are authorized to act on behalf of the company.

The officer slate is attached to this form. Address: c/o The Blackstone Group, 345 Park Ave., New York NY 10154

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.

Aryeh E Goldman  
Typed or printed name of signee

FILED  
DEPARTMENT OF STATE  
16 DEC 28 AM 8:23

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Schedule B  
Officers

<u>Name</u>	<u>Office</u>
Jonathan D. Gray	Senior Managing Director and President
Tyler Henritze	Senior Managing Director and Vice President
Nadeem Meghji	Senior Managing Director and Vice President
A.J. Agarwal	Senior Managing Director and Vice President
William J. Stein	Senior Managing Director and Vice President
Kenneth A. Caplan	Senior Managing Director and Vice President
Frank Cohen	Senior Managing Director and Vice President
David Roth	Senior Managing Director and Vice President
Giovanni Cutaia	Senior Managing Director and Vice President
Robert Harper	Senior Managing Director and Vice President
Anthony Beovich	Managing Director, Vice President, Treasurer and Secretary
Ron Bernstein	Managing Director and Vice President
Michael Lascher	Managing Director and Vice President
Phillip Solomond	Vice President

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE ROOK SH MANGROVE BAY 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-EIGHTH DAY OF DECEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRE ROOK SH MANGROVE BAY LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2016.

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



6257270 8300

SR# 20167292717

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: 203595073

Date: 12-28-16