

M16000010401

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

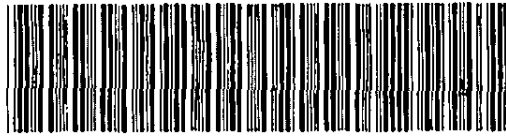
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEC 29 2016

Y SULKER

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

ACCOUNT NO. : I20000000195

REFERENCE : 439715 4302216

AUTHORIZATION :

COST LIMIT :

[Handwritten Signature]
\$125.00

ORDER DATE : December 28, 2016

ORDER TIME : 12:23 PM

ORDER NO. : 439715-080

CUSTOMER NO: 4302216

FOREIGN FILINGS

NAME: BRE ROOK SH STERLING AVENTURA
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 Sterling Aventura 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 Sterling Aventura 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 Hays 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.

(Handwritten signature of Courtney Williams)

(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)

(Handwritten signature of authorized person)

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 signer

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TALLAHASSEE, FLORIDA

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE ROOK SH STERLING AVENTURA 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 STERLING AVENTURA LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2016.

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




Jeffrey W. Bullock, Secretary of State

6262173 8300

SR# 20167292719

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

Authentication: 203595077

Date: 12-28-16

M16000010401

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