

11/1/2019

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Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850)617-6383
From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

2019 NOV -1 PM 5:00

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

Foreign Limited Liability Company
Phillips Edison Grocery Center OP GP II LLC

Table with 2 columns: Item, Value. Rows: Certificate of Status (0), Certified Copy (1), Page Count (04), Estimated Charge (\$155.00)

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NOV 04 2019

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. Phillips Edison Grocery Center OP GP II 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 38-4010170
(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 605.0901 & 605.0905, F.S. to determine penalty liability)

5. 11501 Northlake Drive 11501 Northlake Drive
(Street Address of Principal Office) (Mailing Address)
Cincinnati, OH 45249 Cincinnati, OH 45249

2019 NOV - 1 11:55:00

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)

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: [Signature] C T Corporation System Stephanie Boehm, Asst. Secretary
(Registered Agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity: Name and Address:

Manager Name: Robert F. Myers

Member Address: 11501 Northlake Drive

Authorized Cincinnati, OH 45249

Person _____

Other ^{Officer} _____ Other _____

Title or Capacity: Name and Address:

Manager Name: Jennifer Robison

Member Address: 11501 Northlake Drive

Authorized Cincinnati, OH 45249

Person _____

Other ^{Officer} _____ Other _____

Manager Name: Tanya E. Brady

Member Address: 222 S. Main Street, 1730

Authorized Salt Lake City, UT 84101

Person _____

Other ^{Officer} _____ Other _____

Manager Name: John Caulfield

Member Address: 11501 Northlake Drive

Authorized Cincinnati, OH 45249

Person _____

Other ^{Officer} _____ Other _____

Manager Name: Joe Schlosser

Member Address: 11501 Northlake Drive

Authorized Cincinnati, OH 45249

Person _____

Other ^{Officer} _____ Other _____

Manager Name: Jeffrey S. Edison

Member Address: 222 S. Main Street, 1730

Authorized Salt Lake City, UT 84101

Person _____

Other ^{Officer} _____ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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)

10. 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.

Barbara Hood

Signature of an authorized person

Barbara Hood, Authorized Person

Typed or printed name of signer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHILLIPS EDISON GROCERY CENTER OF GP II 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 THIRTIETH DAY OF OCTOBER, A.D. 2019.

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

2019 OCT 31 PM 5:00



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

6974920 8300

SR# 20197823870

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

Authentication: 203902256

Date: 10-30-19