

M9800000/209

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Requestor's Name

660 East Jefferson Street

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Tallahassee, FL 32310 222-1092

City

State

Zip

Phone

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****293.75 ****293.75

CORPORATION(S) NAME

GPI Properties 1997, LLC

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☒ Limited Liability Company

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

☐ Fictitious Name

☐ UCC-1 Financing Statement

☐ UCC-3 Filing

☒ Certified Copy

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DIVISION OF CORPORATIONS

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:

1. GPI PROPERTIES 1997 LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation
"L.C." if not so contained in the name at present.)
2. North Carolina 3. 56-2062979
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)
4. December 29, 1997 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will
cease to exist or "perpetual")
6. Upon filing date of this application for authority to transact business in Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2635 East Millbrook Road
Raleigh, North Carolina 27604
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who
will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
VMS Properties, Inc., a North Carolina corporation	Sole Managing Member		
2635 East Millbrook Road			
Raleigh, North Carolina 27604			

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STATE OF NORTH CAROLINA



Department of The
Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, *Secretary of State of the State of North Carolina*, do hereby certify that

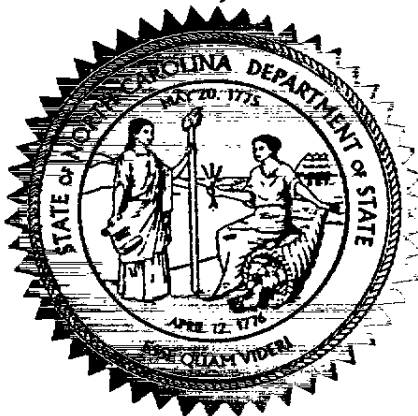
GPI PROPERTIES 1997 LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 29th day of December, 1997, with a period of duration ending DEC 2100.

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of the date of this certificate.

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IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 14th day of October, 1998.

Elaine F. Marshall

Secretary of State

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

GPI PROPERTIES 1997 LLC

2. The name and address of the registered agent and office is:

Jon C. Yergler, Esquire

(Name)

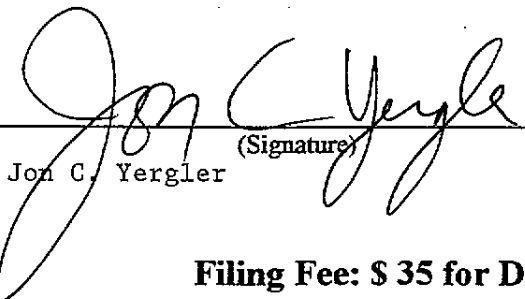
215 North Eola Drive

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando, Florida 32801

(City/State/Zip)

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 certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Jon C. Yergler (Signature)

October 14, 1998

(Date)

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Filing Fee: \$ 35 for Designation of Registered Agent

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of GPI PROPERTIES 1997 LLC
_____deposes and says:

- 1) the above named limited liability company has at least ^{one}~~two~~ members
- 2) the total amount of cash contributed by the member(s) is \$450,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$N/A
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$450,000.00
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$450,000.00.

VMS PROPERTIES, INC., a North Carolina corporation

By: Frederic S. Kotcher

Signature of a member or authorized representative of a member.

Frederic S. Kotcher, Vice President

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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