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**Foreign Limited Liability Company
 BOFI PROPERTIES, LLC**

Certificate of Status	1
Certified Copy	1
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. **BOFI PROPERTIES, 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. **STATE OF DELAWARE** 3. **33-0904883**
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

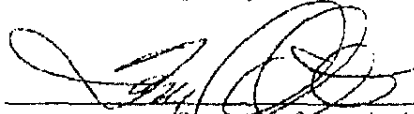
4. **UPON QUALIFICATION**
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. **4350 La Jolla Village Drive, Suite 100**
San Diego, CA 92122
(Street Address of Principal Office)

6. **4350 La Jolla Village Drive, Suite 100**
San Diego, CA 92122
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
ESHEL BAR-ADON, Manager, and THOMAS M. CONSTANTINE, Manager
both with address at c/o BOFI Federal Bank
4350 La Jolla Village Drive, Suite 100, San Diego, CA 92122.

8. Attached is an original 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. (A photocopy is not acceptable. 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

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. 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.)

THOMAS M. CONSTANTINE

Typed or printed name of signee

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

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

BOFI PROPERTIES, LLC

If unavailable, the alternate to be used in the state of Florida is:

2. The name and the Florida street address of the registered agent and office are:

CORPORATION COMPANY OF MIAMI

(Name)

201 S. BISCAYNE BLVD., SUITE 1500

Florida Street Address (P.O. Box NOT ACCEPTABLE)

MIAMI

FL 33131

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

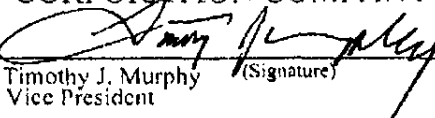
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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 as provided for in Chapter 605, Florida Statutes.

CORPORATION COMPANY OF MIAMI

By:


Timothy J. Murphy
Vice President

(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOFI PROPERTIES, 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 AUGUST, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BOFI PROPERTIES, LLC" WAS FORMED ON THE TENTH DAY OF FEBRUARY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2687579

DATE: 08-28-15

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