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**1333 N. DUVAL STREET, TALLAHASSEE, FL 32303**

**PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**DATE: 05-12-06**

**NAME: GATEWAY C FUND VII,L.P.**

**TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS**

**COST: CK FOR \$1.052.50**

**RETURN: CERTIFIED COPY**

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**~~ACCOUNT: FCA0000000015~~**

**~~AUTHORIZATION: ABBIE/PAUL HODGE~~**

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TALLAHASSEE, FLORIDA

FILE  
2nd

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR  
LIMITED LIABILITY LIMITED PARTNERSHIP  
TO TRANSACT BUSINESS IN FLORIDA

1. Gateway C Fund VII, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.P. or LLLP.

(If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Delaware

(State or Country of Formation)

3. May 10, 2006

(Date of Formation)

4. Capitol Corporate Services, Inc.

(Name of Registered Agent for Service of Process)

5. 1333 North Duval Street

(Florida street address for Registered Agent)

Tallahassee

Florida

32303

6. 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.

See attached rider.

Signature of Registered Agent

7. 28 State Street, 10th Floor

(Principal office address)

Boston

MA

02109

8. If limited partnership is a limited liability limited partnership, check box ☐

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SECRETARY OF STATE

9. Same as above.  
(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

Gateway C Fund VII, LLC  
(Name)

*mobuuuuz661*

28 State Street, 10th Floor  
(Street Address)  
Boston MA 02109

Same as above.  
(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

_____	_____
(Name)	(Street Address)
	_____
	_____
	(Mailing Address)
	_____
_____	_____
(Name)	(Street Address)
	_____
	_____
	(Mailing Address)
	_____

11. Effective date, if other than the date of filing: \_\_\_\_\_.

*(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)*

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 10th day of May, 20 06.

Signature of a general partner:

See attached rider.

<b>Filing Fees:</b>	<b>\$1,000.00</b> (\$965 Filing Fee and \$35 Registered Agent Fee)
<b>Certified Copy (optional):</b>	<b>\$52.50</b>
<b>Certificate of Status (optional):</b>	<b>\$8.75</b>

**SIGNATURE RIDER TO**  
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP**  
**TO TRANSACT BUSINESS IN FLORIDA**

**GENERAL PARTNER:**


GATEWAY C FUND VII, LLC,  
a Delaware limited liability company,

By: The Realty Associates Fund VII, L.P.,  
a Delaware limited partnership,

By: Realty Associates Fund VII, LLC

By: Realty Associates Advisors LLC


By: Realty Associates Advisors Trust

By:   
Name: Scott L. Dalrymple  
Title: Sr. Vice President

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**REGISTERED AGENT ACCEPTANCE:**  
**Gateway C Fund VII, L.P.**

We, Capitol Corporate Services, Inc., do hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of these duties and are familiar with and accept the obligations of our position as registered agent.

  
\_\_\_\_\_  
Gayle Windle, Assistant Secretary  
Capitol Corporate Services, Inc.

# Delaware

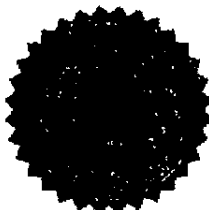
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GATEWAY C FUND VII, L.P." 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 TWELFTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GATEWAY C FUND VII, L.P." WAS FORMED ON THE TENTH DAY OF MAY, A.D. 2006.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

4157425 8300

AUTHENTICATION: 4741439

060451495

DATE: 05-12-06