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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

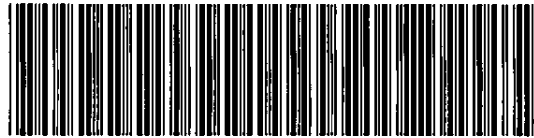
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Certificates of Status \_\_\_\_\_

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07 FEB 23 AM 9:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Fund VIII Southpointe, L.P.

(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to:

**Heather Kennedy**

(Contact Person)

**Stutzman, Bromberg, Esserman & Plifka, PC**

(Firm/Company)

**2323 Bryan Street, Suite 2200**

(Address)

**Dallas, Texas 75201**

(City, State and Zip Code)

For further information concerning this matter, please call:

**Heather Kennedy**

(Name of Contact Person)

at ( 214 ) 969-4900

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

|                                                                                                                      |                                                                                 |                                                                       |                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$1,000.00 Filing Fees<br>(\$965 Filing Fee and<br>\$35 Registered Agent<br>Fee) | <input type="checkbox"/> \$1,008.75 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$1,052.50 Filing Fees<br>and Certified Copy | <input type="checkbox"/> \$1,061.25 Filing Fee,<br>Certified Copy, and<br>Certificate of Status |
|----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**FILED**  
07 FEB 23 AM 9:24  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

FILED  
07 FEB 23 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Fund VIII Southpointe, 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.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.)

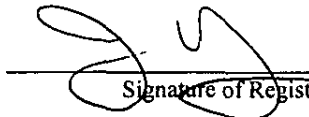
2. Delaware 3. January 4, 2007  
(State or Country of Formation) (Date of Formation)

4. Corporation Service Company  
(Name of Registered Agent for Service of Process)

5. 1201 Hays Street  
(Florida street address for Registered Agent)

Tallahassee, FL 32301

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.

 **Jeanine Reynolds**  
Signature of Registered Agent ~~as its 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 ☐

9. 28 State Street, 10th Floor

(Mailing address)

Boston, MA 02109

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

Fund VIII Southpointe, LLC

(Name)

ME7000061097

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: Upon 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 4th day of January, 20 07

Signature of a general partner:

See attached signature ride ✓

|                                          |                                                                    |
|------------------------------------------|--------------------------------------------------------------------|
| <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:**

FUND VIII SOUTHPOINTE, LLC,  
a Delaware limited liability company,

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

By: Realty Associates Fund VIII, LLC

By: Realty Associates Advisors LLC

By: Realty Associates Advisors Trust

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

# Delaware

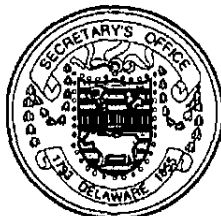
PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FUND VIII SOUTHPOINTE, 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 SEVENTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FUND VIII SOUTHPOINTE, L.P." WAS FORMED ON THE FIFTH DAY OF FEBRUARY, A.D. 2007.

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



4297800 8300

070138150

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5416152

DATE: 02-07-07