

B11000000026

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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((H11000019549 3)))



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 24 AM 8:48

To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000026
Phone : (850) 222-1092
Fax Number : (850) 878-5368

RE-SUBMIT

Please retain original filing date of submission 1/24/2011

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

Email Address: _____

FLORIDA/FOREIGN LP/LLLP
Cole REIT III Operating Partnership, LP

Certificate of Status	0
Certified Copy	0
Page Count	056
Estimated Charge	\$1,000.00



January 25, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORP

SUBJECT: COLE REIT III OPERATING PARTNERSHIP, LP
REF: W1100004569

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

FAX Aud. #: H11000019549
Letter Number: 011A00002066

RECEIVED
11 JAN 28 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cole REIT III Operating Partnership, LP
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:

Kathi Simens

Contact Person

Cole Real Estate Investments

Firm/Company

2555 E Camelback Rd, Suite 400

Address

Phoenix, AZ 85016

City, State and Zip Code

kaimena@colecapiatl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathi Simens

at (602) 778-8746

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

\$1,000.00 Filing Fees
(\$965 Filing Fee and
\$35 Registered Agent
Fee)

\$1,008.75 Filing Fees
and Certificate of
Status

\$1,052.50 Filing Fees
and Certified Copy

\$1,061.25 Filing Fee,
Certified Copy, and
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
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 JAN 24 AM 8:48

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

1. Cole RBIT III Operating Partnership, LP

(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

State or Country of Formation

3. January 22, 2008

Date of Formation

4. Name of Registered Agent for Service of Process and Florida Street Address:

C T Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

5. 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: 

C T Corporation System

Signature of Registered Agent

7. Principle Office: (Florida Street Address)

2555 E Camelback Rd., Suite 400

Phoenix, AZ 85016

8. Mailing Address:

same

9. If limited partnership is a limited liability limited partnership, check box

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

Name of General Partner: Cole Credit Property Trust III, Inc.

Name of General Partner: _____

Street Address: 2555 E Camelback Rd., Suite 400

Street Address: _____

Phoenix, AZ 85016

Mailing Address: 2555 E Camelback Rd., Suite 400

Mailing Address: _____

Phoenix, AZ 85016

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____
 Street Address: _____ Street Address: _____

 Mailing 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 19 day of January, 2011
 Cole Credit Property Trust III, Inc., General Partner

[Signature]
 Signature of a general partner D. Kirk McAllister, Jr., Exec. Vice President

The individual signing this document affirm that the facts stated herein are true and the individual is aware that 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.

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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 11 JAN 24 AM 8:48

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLE REIT III OPERATING PARTNERSHIP, LP" 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 NINETEENTH DAY OF JANUARY, A.D. 2011.

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

4492916 8300

110058315

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8504315

DATE: 01-19-11