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DEPARTMENT OF
INVESTIGATION

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SECRETARY OF STATE
WASHINGTON, D. C. 20520

K. SALLY
EXAMINER
MAY - 8 2015

Sc File 2nd

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 620851 4347023

AUTHORIZATION

Lydia Cohen

COST LIMIT : \$ 1000.00

ORDER DATE : May 7, 2015

ORDER TIME : 2:19 PM

ORDER NO. : 620851-005

CUSTOMER NO: 4347023

FOREIGN FILINGS

NAME: FAIRFIELD FLAGLER LP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Fairfield Flagler 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:

Contact Person

Firm/Company

Address

City, State and Zip Code

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

For further information concerning this matter, please call:

----- at (-----) -----
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

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

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

FILED

2015 MAY -7 AM 11:04

1. Fairfield Flagler 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. 5/5/2015

Date of Formation

4. Federal Employer Identification Number: _____

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

Corporation Service Company

1201 Hays Street

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.

Corporation Service Company

By: _____

Signature of Registered Agent

Lydia Cohen

Asst. Vice President

7. Principal Office:

5510 Morehouse Drive, Suite 200

San Diego, CA 92121

8. Mailing Address:

5510 Morehouse Drive, Suite 200

San Diego, CA 92121

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 BF VAMF II GP LLC

Name of General Partner: _____

Street Address: 5510 Morehouse Drive, Suite 200

Street Address: _____

San Diego, CA 92121

Mailing Address: 5510 Morehouse Drive, Suite 200

Mailing Address: _____

San Diego, CA 92121

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing Address: _____ Mailing Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 5th day of May, 2015

By: BF VAMF II GP LLC, a Delaware limited liability company, General Partner

By: [Signature]

Name and Title: Sandra Will Flood, Vice President and Asst. Secy.

Signature of a general partner

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 |

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAIRFIELD FLAGLER 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 SEVENTH DAY OF MAY, A.D. 2015.

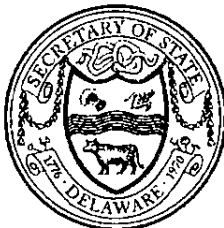
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FAIRFIELD FLAGLER LP" WAS FORMED ON THE FIFTH DAY OF MAY, A.D. 2015.

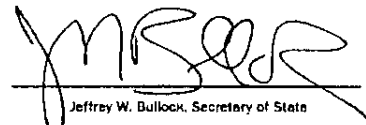
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
2015 MAY -7 AM 11:04
DELAWARE SECRETARY OF STATE

5741555 8300

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Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 2356009

DATE: 05-07-15
150628559