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(Requestor's Name)

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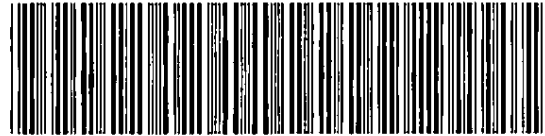
(Business Entity Name)

(Document Number)

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FLORIDA FILING & SEARCH SERVICES, INC.

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

DATE: 01-25-19

NAME: WESTBROOK REALTY ESTATE FUND XI, L.P.

TYPE OF FILING: FOREIGN LIMITED PARTNERSHIP

COST: 1052.50

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: Check attached

AUTHORIZATION: ABBIE/PAUL HODGE

FILE 2ND

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

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TALLAHASSEE, FLORIDA

1. Westbrook Real Estate Fund XI, 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. 01/14/2019

State or Country of Formation

Date of Formation

4. Federal Employer Identification Number: _____

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

NRAI Services, Inc.

1200 South Pine Island Road

Plantation, FL 33324

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.

Mary Fano
Signature of Registered Agent

7. Principal Office:

7121 Fairway Drive

Palm Beach Gardens, FL 33418

8. Mailing Address:

7121 Fairway Drive

Palm Beach Gardens, FL 33418

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: Westbrook Realty Management XI, L.P.

Name of General Partner: _____

Street Address: 7121 Fairway Drive

Street Address: _____

Palm Beach Gardens, FL 33418

Mailing Address: _____

Mailing Address: _____

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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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.)
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 24th day of January, 20 19


Signature of a general partner

The individual signing this document affirms 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

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WESTBROOK REAL ESTATE FUND XI, 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 TWENTY-FOURTH DAY OF JANUARY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WESTBROOK REAL ESTATE FUND XI, L.P." WAS FORMED ON THE FOURTEENTH DAY OF JANUARY, A.D. 2019.

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

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DELAWARE




Jeffrey W. Bullock, Secretary of State

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SR# 20190473455

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

Authentication: 202136692

Date: 01-24-19