

F09000003108

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000176139 3)))



H0900017613934BC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 AUG -4 PM 4: 27

FILED

09 AUG -4 PM 3: 52

RECEIVED
DEPARTMENT OF STATE

FOREIGN PROFIT/NONPROFIT CORPORATION

SL Investment US-RE Holdings 2009-I, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

T. Burch AUG 15 2009

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SL Investment US-RE Holdings 2009-1, Inc.

(Enter name of corporation; must include "(INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. 1/29/2009

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

- 6.

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One Sun Life Executive Park, Wellesley Hills, MA 02481

(Principal office address)

One Sun Life Executive Park, Wellesley Hills, MA 02481

(Current mailing address)

8. See Attached Exhibit A

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address:

1200 South Pine Island Road

Plantation

(City)


Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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


TRACI HOUCK
SPECIAL ASSISTANT SECRETARY

(Registered agent's signature)

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

FILED
2009 AUG -4 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: N/A

Address: _____

~~XXXXXX~~ Director: Thomas V. Pedulla

Address: One Sun Life Executive Park
Wellesley Hills, MA 02481

Director: Timothy J. Monahan

Address: One Sun Life Executive Park
Wellesley Hills, MA 02481

Director: Scott M. Davis

Address: One Sun Life Executive Park
Wellesley Hills, MA 02481

B. OFFICERS

President: Thomas V. Pedulla

Address: One Sun Life Executive Park
Wellesley Hills, MA 02481

~~XXXXXX~~ Senior Vice President: Timothy J. Monahan

Address: One Sun Life Executive Park
Wellesley Hills, MA 02481

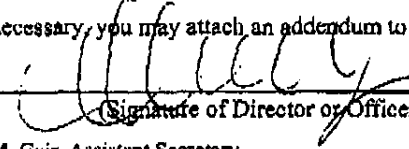
Secretary: Michael S. Bloom

Address: One Sun Life Executive Park, Wellesley Hills, MA 02481

~~XXXXXX~~ Vice President and Treasurer: Michael K. Moran

Address: One Sun Life Executive Park, Wellesley Hills, MA 02481

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. See attached

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Alysia M. Guir, Assistant Secretary

(Typed or printed name and capacity of person signing application)

FILED
2009 AUG -4 PM 4:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Addendum to Question #12

Stephen E. Stone
Vice President
One Sun Life Executive Park
Wellesley Hills, MA 02481

Alyssa M. Gair
Assistant Secretary
One Sun Life Executive Park
Wellesley Hills, MA 02481

Wayne P. Farmer
Tax Officer
One Sun Life Executive Park
Wellesley Hills, MA 02481

Jie Cheng
Tax Officer
One Sun Life Executive Park
Wellesley Hills, MA 02481

Matthew S. MacMillen
Tax Officer
One Sun Life Executive Park
Wellesley Hills, MA 02481

FILED
2009 AUG -6 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit A

(a) to acquire, own, operate, manage, finance, lease, pledge, or otherwise encumber, sell, or otherwise dispose of any mortgage, any promissory note secured by a mortgage on real property, and any personal or real property of any kind related to such mortgage;

(b) to engage in any and all activities necessary or useful to maintain or realize the value of the Corporation's interest in any mortgage, promissory note secured by a mortgage, or personal or real property of any kind related to such mortgage, including but not limited to negotiating a work-out or restructuring of any such mortgage or promissory note, taking ownership of real property through foreclosure, deed in lieu or other means, hiring real estate brokers, leasing agents, property managers, engineers, attorneys and other professionals, making tenant improvements and otherwise taking steps to maintain and realize the value for the Corporation from its interest in such mortgage, promissory note secured by a mortgage, or personal or real property of any kind related to such mortgage; and

(c) to enter into, make, execute, deliver, and perform any and all contracts, agreements and other undertakings, and to possess and exercise all of the powers and privileges granted by the General Corporation Laws of the State of Delaware to a corporation under such law and any other law of Delaware, as may in the judgment of the Board of Directors be necessary, advisable, or incident to the carrying out of the foregoing purposes.

FILED

2009 AUG -4 PM 4: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SL INVESTMENT US-RE HOLDINGS 2009-1, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF JULY, A.D. 2009.

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

FILED

2009 AUG -4 PM 4:27


SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4649969 8300

090724405

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7437063

DATE: 07-24-09