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12/9/2015 1:42:50 PM From: To: 8506176383(2/5)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: H&R REIT (U.S.) MANAGEMENT SERVICES INC.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jason Birken

Name of Person

H&R REIT

Firm/Company

3625 Dufferin Street, Suite 500

Address

Toronto, Ontario, Canada M3K1N4

City/State and Zip code

jbirken@hr-reit.com

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

For further information concerning this matter, please call:

Jason Birken

at (416)

635-4881

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER 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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. H&R REIT (U.S.) MANAGEMENT SERVICES 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. 6/12/2015

(Date of incorporation)

5. Perpetual

(Date of duration, if other than 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. 3625 Dufferin Street, Suite 500, Toronto, Ontario, Canada M3K1N4

(Principal office address)

(Current mailing address, if different)

8. 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, FL 33324

(City)

, Florida _____

(Zip code)

9. 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.*

C T Corporation System

By: JoAn Tolosa

JoAn Tolosa, Vice President

(Registered agent's signature)

10. 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
2015 DEC -9 A 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Thomas Hofstedter

Address: 3625 Dufferin Street, Suite 500
Toronto, Ontario, Canada M3K1N4

Vice Chairman: Larry Froom

Address: 3625 Dufferin Street, Suite 500
Toronto, Ontario, Canada M3K1N4

Director: Cheryl Fried

Address: 3625 Dufferin Street, Suite 500
Toronto, Ontario, Canada M3K1N4

Director: Jason Birken

Address: 3625 Dufferin Street, Suite 500
Toronto, Ontario, Canada M3K1N4

B. OFFICERS

President: Thomas Hofstedter

Address: 3625 Dufferin Street, Suite 500
Toronto, Ontario, Canada M3K1N4

Vice President: Larry Froom

Address: 3625 Dufferin Street, Suite 500
Toronto, Ontario, Canada M3K1N4

Secretary: Cheryl Fried

Address: 3625 Dufferin Street, Suite 500, Toronto, Ontario, Canada M3K1N4

Treasurer: _____

Address: _____

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

12. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she 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.

13. Jason Birken

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

FILED
2015 DEC - 9 A 9:54
SECRETARY OF STATE
CLARK COUNTY, FLORIDA

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "H&R REIT (U.S.) MANAGEMENT SERVICES
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 NINTH DAY OF
DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

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



5765535 8300

SR# 20151266887

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 10577520

Date: 12-09-15