

**L13000128583**

**Florida Department of State  
Division of Corporations  
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Account Number : FCA000000023  
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**FLORIDA LIMITED LIABILITY CO.  
RREF II BB-FL LVI, LLC**

Certificate of Status	0
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(850) 245-6051.

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** RREF II BB-FL LVL, LLC  
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lori Buckler

Name of Person

Rialto Capital Management, LLC

Firm/Company

790 NW 107th Avenue, Suite 400

Address

Miami, FL 33172

City/State and Zip Code

lori.buckler@rialtocapital.com

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

For further information concerning this matter, please call:

Lori Buckler

305

229-6688

at ( )

Name of Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |   |   |  |   |
|---|---|--|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$155.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|---|---|--|---|

**Mailing Address**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street/Courier Address**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION**

**OF**

**RREF II BB-FL LVL, LLC**  
(a Florida limited liability company)

The name of the limited liability company is: **RREF II BB-FL LVL, LLC**

1. The mailing and street address of the principal office of the limited liability company are:

790 NW 107 Avenue  
Suite 300  
Miami, FL 33172

2. The name and the Florida street address of the Registered Agent and Registered Office of the limited liability company are:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

3. The limited liability company is to be member-managed. The sole member of the limited liability company is **RREF II BB ACQUISITIONS, LLC**, a Delaware limited liability company.

Dated as of September 10, 2013.

**SOLE MEMBER:**

**RREF II BB ACQUISITIONS, LLC**  
a Delaware limited liability company.

By: **Rialto Capital Advisors, LLC**,  
a Delaware limited liability company,  
its attorney-in-fact

By:   
Lori Buckler, Authorized Signatory

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT  
TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF  
FLORIDA.

1. The name of the Limited Liability Company is:

RREF II BB-FL LVL, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation, Florida 33324

City/State/Zip

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

CT Corporation System

By: Madonna Cuddihy

(Signature)

**Madonna Cuddihy  
Special Assistant Secretary**

\$ 100.00 Filing Fee for Application  
\$ 25.00 Designation of Registered Agent  
\$ 30.00 Certified Copy (optional)  
\$ 5.00 Certificate of Status (optional)

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