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Division of Corporations

Florida Department of State
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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : C T CORPORATION SYSTEM
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FLORIDA LIMITED LIABILITY CO.
CP OFP LLC

Certificate of Status	0
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Estimated Charge	\$155.00

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T. BURCH

JAN 31 2017

COVER LETTER**TO: Registration Section
Division of Corporations****SUBJECT:** CP OFP 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:

Donna Truong

Name of Person

Davies Ward Phillips & Vineberg LLP

Firm/Company

900 Third Avenue, 24th Floor

Address

New York, NY 10022

City/State and Zip Code

dtruong@dwvp.com

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

For further information concerning this matter, please call:

Donna Truong

212

588-5558

at ()

Name of Person

Area Code

Daytime Telephone Number

Enclosed is a check for the following amount:



\$125.00 Filing Fee

\$130.00 Filing Fee &
Certificate of Status\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)**Mailing Address**New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**Street Address**New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

CP OFF LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

c/o Crocker Partners LLC
225 N.E. Mizner Blvd, Suite 200
Boca Raton, FL 33432

Mailing Address:

c/o Crocker Partners LLC
225 N.E. Mizner Blvd, Suite 200
Boca Raton, FL 33432

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

C T Corporation System

Name

1200 South Pine Island RoadFlorida street address (P.O. Box **NOT** acceptable)

<u>Plantation,</u>	<u>Florida</u>	<u>33324</u>
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 605, F.S..

By:

C T Corporation System

Joe Villeda**Assistant Secretary**

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV-

The name and address of each person authorized to manage and control the Limited Liability Company:

Title:

"AMBR" = Authorized Member

"MGR" = Manager

Sole Member**Name and Address:**CP X Incentive Vehicle LP225 N.E. Mizner Blvd, Suite 200Boca Raton, FL 33432DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

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.**ARTICLE VI:** Other provisions, if any.**REQUIRED SIGNATURE:**Signature of a member or an authorized representative of a member.
This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes.
I am aware that any 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.Donna Truong, as Authorized Person

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)