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GIBBONS, TUCKER, MILLER, WHATLEY & STEIN

A Professional Association  
Attorneys and Counsellors at Law

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December 14, 1999

IN REPLY REFER TO:  
E87/991063

VIA FEDERAL EXPRESS  
PRIORITY OVERNIGHT  
DELIVERY

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-12/15/99--01086--012  
\*\*\*\*160.00 \*\*\*\*160.00

Registration Section  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

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FILED  
DEC 30 AM 9:14  
TALLAHASSEE, FLORIDA

Re: Elm REI, LLC, a North Carolina limited liability company

Ladies and Gentlemen:

In connection with the registration of the above-referenced foreign limited liability company to transact business in Florida, enclosed herewith you will please find the following items:

1. Application by Foreign Limited Liability Company for Authorization to Transact Business in the State of Florida;
2. Certificate of Designation of Registered Agent/Registered Office;
3. Original Certificate of Existence for Elm REI, LLC, issued by the State of North Carolina; and

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Division of Corporations  
December 14, 1999  
Page 2

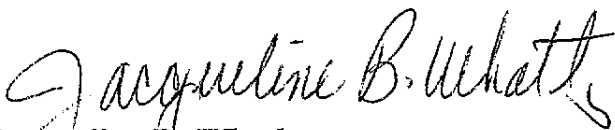
4. Check in the amount of \$160.00 itemized as follows:

Filing Fee	\$100.00
Designation of Registered Agent	25.00
Certified Copy	30.00
Certificate of Status	<u>5.00</u>
TOTAL	\$160.00

Kindly file the original of the Application and certify the remaining copy. Once filing is completed, please forward the certified copy of the Application to me in the return Federal Express envelope together with the Certificate of Status.

Please call me should you have any questions.

Very truly yours,

  
Jacqueline B. Whatley  
JBW/ss

Enclosures

cc: Elm REI, LLC

Florida Department of State, Division of Corporations, New Filing Section,  
Limited Partnerships

letter\secstate.llcqual

FILED  
DEC 30 AM 9:15  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 17, 1999

JACQUELINE B. WHATLEY  
GIBBONS TUCKER MILLER WHATLEY & STEIN  
P.O. BOX 1363  
TAMPA, FL 33601-1363

SUBJECT: ELM REI, LLC  
Ref. Number: W99000028897

We have received your document for ELM REI, LLC and your check(s) totaling \$160.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan  
Document Specialist

Letter Number: 199A00059403

FILED  
DEC 30 AM 9:14  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. ELM REI, LLC  
(Name of foreign limited liability company)
2. North Carolina  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 58-2499152  
(FEI number, if applicable)
4. September 22, 1999  
(Date of Organization)
5. PERPETUAL  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. September 22, 1999  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1021 East Boulevard, Charlotte, North Carolina 28203  
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☐

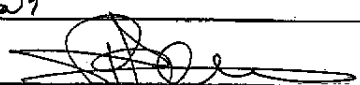
9. The usual business addresses of the managing members or managers are as follows:

SAME AS #1

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real Estate

DEVELOPMENT

  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

ERIC E. E. BESSEN

Typed or printed name of signee

FILED  
99 DEC 30 AM 9:14  
TALLAHASSEE, FLORIDA

## 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:

ELM REI, LLC

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

Gibbons, Tucker, Miller, Whatley & Stein, P.A.,  
a professional association

(Name)

101 E. Kennedy Boulevard, Suite 1000

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tampa

FL

33602

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, F.S..*

Gibbons, Tucker, Miller, Whatley & Stein, a  
professional association

By: Jacqueline B. Whatley

(Signature)

Jacqueline B. Whatley, President

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

FILED  
99 DEC 30 AM 9:14  
TALLAHASSEE, FLORIDA

# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

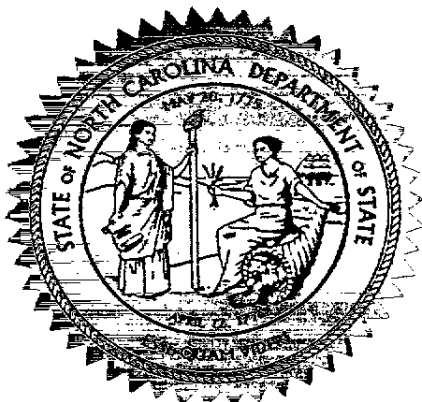
## CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

**ELM REI, LLC**

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 22nd day of September, 1999, with its period of duration ending PERPETUAL .

I **FURTHER** certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 13th day of December, 1999.

*Elaine F. Marshall*

Secretary of State