

m02000001058



ACCOUNT NO. : 072100000032

REFERENCE : 529398 4718168

AUTHORIZATION : *Patricia Pappas*

COST LIMIT : \$ 125.00

ORDER DATE : April 15, 2002

ORDER TIME : 9:51 AM

ORDER NO. : 529398-010

CUSTOMER NO: 4718168

CUSTOMER: Ms. Claire Cavanaugh
Berwind Corporation--legal
3000 Centre Sq West
1500 Market St
Philadelphia, PA 19102

FILED
02 APR 25 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

000005347260--1

NAME: BUTLER POINTE JACKSONVILLE LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	CERTIFIED COPY
Availability	XX PLAIN STAMPED COPY
Document	CERTIFICATE OF GOOD STANDING
Examiner	BCC
Updater	BCC
Updater	CONTACT PERSON: Susie Knight -- EXT# 1156
Verifier	BCC
Acknowledgement	BCC
W. P. Verifier	BCC

EXAMINER: _____

RECEIVED
02 APR 25 AM 10:30
DIVISION OF CORPORATION

m02000001058

**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. Butler Pointe Jacksonville LLC
(Name of foreign limited liability company)

2. State of Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____
(FEI number, if applicable)

4. 4/15/2002
(Date of Organization)

5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. GSB Building, Suite 401, One Belmont Avenue
Bala Cynwyd, PA 19004
(Street address of principal office)

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

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

BPG Investment Partnership VI, L.P.

GSB Building, Suite 401, One Belmont Ave

Bala Cynwyd, PA 19004

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: Investment in
Real Estate

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.)

See attached page for signature.

Typed or printed name of signer

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09 APR 25 AM 11:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

BPG Investment Partnership VI, L.P., Member

By: Bergen GP6 Limited Partnership, General Partner

By: Bergen GP6, LLC, General Partner

By: Genber/Management LLC, Sole Member

By: Berwind Property Group, Ltd., Member

By: Berwind Property Group, Inc., General Partner

By: _____

Barry Howard

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02 APR 25 AM 11:15

SECRETARY OF STATE
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:

Butler Pointe Jacksonville LLC

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

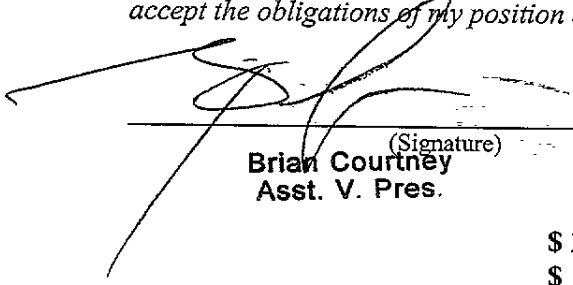
Corporation Service Company
(Name)

1201 Hays Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee FL 32301
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.


(Signature)
Brian Courtney
Asst. V. Pres.

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

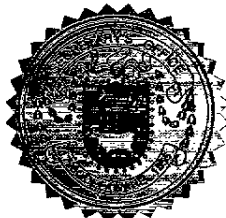
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BUTLER POINTE JACKSONVILLE LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF APRIL, A.D. 2008.

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02 APR 25 AM 11:15
SECRETARY OF STATE
ALLSACSEE, FLORIDA



3509344 8300

020240387

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1723595

DATE: 04-16-02