

M03000000/668

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

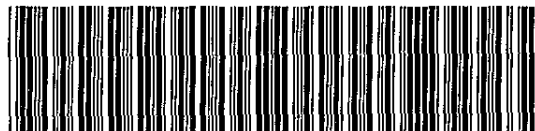
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/29/03--01059--012 **250.00

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2003 MAY 20 PM 1:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W03-12199
J. BRYAN APR 29 2003

J. BRYAN MAY 22 2003

WATERTON
ASSOCIATES



April 1st, 2003

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Joey Bryan

Re: FSC/Thunder Hollow Associates, L.P. B98000000512
FSC/Lake Fredrica Associates, L.P. B97000000712

Dear Joey;

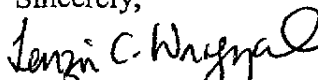
Per our phone conversation, attached please find certificates of cancellation for the referenced entities in order to amend their designation from a limited partnership to a limited liability company.

In addition, to facilitate this change, I have enclosed qualification documents for both including the acceptance of registered agent and office by CT corporation.

Please apply the credit for \$105 for the cancellation fee. Additionally, I am enclosing a check for \$250 for the payment of the \$125 filing fee required for qualification of the two entities.

Thank you for your attention to this matter and if you have any question regarding the foregoing, please feel free to contact me at 312.948.4516.

Sincerely,


Tenzin C. Wangyal



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 29, 2003

TENZIN C. WANGYAL
WATERTON ASSOCIATES
ONE NORTH FRANKLIN, STE. 1150
CHICAGO, IL 60606

SUBJECT: FSC/THUNDER HOLLOW ASSOCIATES, LLC
Ref. Number: W03000012199

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TALLAHASSEE, FLORIDA

We have received your document for FSC/THUNDER HOLLOW ASSOCIATES, LLC and your check(s) totaling \$250.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$5,388.75.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

A certificate of existence or a certificate of good standing, 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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 503A00025973

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



May 12, 2003

Mr. Joey Bryan
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: FSC/Thunder Hollow Associates, L.L.C.
FSC/Lake Fredrica Associates, L.L.C.

Dear Joey:

Per your direction, attached please find affidavits correcting the erroneous information originally reported in section 6 of the application to transact business for the referenced entities as well as good standing certificates for the entities.

If there should be any problems with the filing, please contact me at 312.948.4516.

Sincerely,


Tenzin C. Wangyal

Affidavit

STATE OF ILLINOIS

COUNTY OF COOK

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, Peter M. Vilim ("Affiant"), personally appeared who after being duly sworn deposes and says:

1. That he is the managing member of FSC/Thunder Hollow Associates, L.L.C. that desires to transact business in Florida.
2. That erroneous information was inserted in section 6 of the Florida application for foreign limited liability company.
3. That the true and actual date that FSC/Thunder Hollow Associates, L.L.C. first transacted business in Florida is April 28th, 2003.

FURTHER AFFIANT SAYETH NAUGHT.

FSC/Thunder Hollow Associates, L.L.C. a
Delaware limited liability company

By: WRPV VII CB, L.L.C. a Delaware
limited liability company,
its member

By:

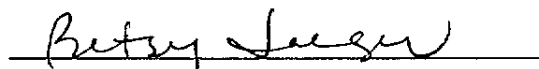


Peter M. Vilim
Managing Member

The foregoing instrument was acknowledged before me on this 14th day of May, 2003 by Peter M. Vilim, a managing member of FSC/Thunder Hollow Associates, L.L.C. on behalf of the partnership who is personally known to me.

" OFFICIAL SEAL "

BETSY JAEGER
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8-21-03



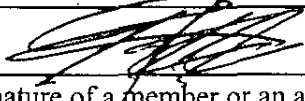
Print Name: Betsy Jaeger

My Commission Expires: 8-21-03

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

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

1. FSC/Thunder Hollow Associates, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-
(FEI number, if applicable)
4. 8/10/1998
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease exist or "perpetual")
6. 8/17/1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. One North Franklin Street Suite 1150
Chicago, IL 60606
(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:
WRPF VII CB, L.L.C.
One North Franklin St Suite 1150
Chicago, IL 60606
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 management, development, investment, leasing,


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.)

Peter M. Vilim, Manager for WRPF VII CB, L.L.C. manager

Typed or printed name of signee

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JULIEN OF CORPORATIONS
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:

FSC/Thunder Hollow Associates, 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)

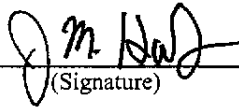
Plantation FL 3324

FL

(City/State/Zip)

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UNION OF CORPORATIONS
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)

James M. Halpin
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)

Delaware

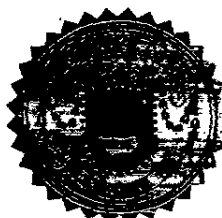
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FSC/THUNDER HOLLOW ASSOCIATES, 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 SIXTH DAY OF MAY, A.D. 2003.

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

FILED
2003 MAY 20 PM 1:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



2931447 8300

030294131

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2402626

DATE: 05-06-03