

M04000003054

(Requestor's Name)

(Address)

(Address)

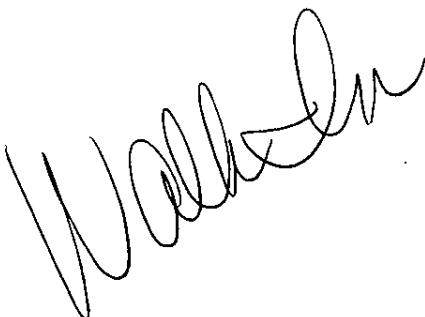
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

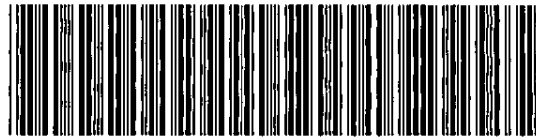
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  


Office Use Only



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RECEIVED  
12 FEB 29 PM 4: 26  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2012 FEB 29 AM 8: 32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

MAR 2 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 112086 4304851

AUTHORIZATION :  
COST LIMIT : \$ 55.00 *Stephanie Milnes*

ORDER DATE : February 29, 2012  
ORDER TIME : 2:43 PM  
ORDER NO. : 112086-055  
CUSTOMER NO: 4304851

**RESUBMIT**  
Please give original  
submission date as file date.

FOREIGN FILINGS

NAME: PROLOGIS ELKHORN FL LLC

CORPORATE  
 LIMITED PARTNERSHIP  
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes -- EXT# 2920

EXAMINER: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

# COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: ProLogis Elkhorn FL LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eleanor Coleman  
Name of Person

Goulston & Storrs  
Firm/Company

400 Atlantic Avenue  
Address

Boston, MA 02110  
City/State and Zip Code

nomalley@catonvance.com  
E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Eleanor Coleman at ( 617 ) 574-4115  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee     \$30 Filing Fee & Certificate of Status     \$55 Filing Fee & Certified Copy     \$60 Filing Fee, Certificate of Status & Certified Copy

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

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: ProLogis Elkhorn FL LLC

2. Jurisdiction of its organization: Delaware

3. Date authorized to do business in Florida: 07/30/2004

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 03/02/2012

5. New name of the limited liability company: BRC Elkhorn FL LLC  
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:

N/A

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

N/A

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: N/A

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

\_\_\_\_\_  
Signature of a member or the authorized representative of a member

(See attached signature page)

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$25.00**

SECRETARY OF STATE  
PAUL AHASSEE, FLORIDA

2012 FEB 29 AM 8:32

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ProLogis Elkhorn FL LLC

Florida Application By Foreign Limited Liability Company to File  
Amendment to Application for Authorization to Transact Business

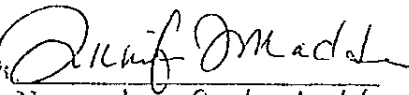
Signature Page

**BRC ELKHORN FL LLC,**  
a Delaware limited liability company

By: Prologis Six Rivers Limited Partnership  
(The Elkhorn Business),  
a Delaware series limited partnership,  
its sole member

By: Elkhorn GP LLC,  
a Delaware limited liability company,  
the general partner of the Elkhorn Business of  
ProLogis Six Rivers Limited Partnership

By: Elkhorn Property Trust,  
a Maryland real estate investment trust,  
its sole member

By:   
Name: Jennifer J. Madden  
Title: Authorized Signatory

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ELKHORN FL LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BRC ELKHORN FL LLC", THE SECOND DAY OF MARCH, A.D. 2012, AT 12:23 O'CLOCK P.M.

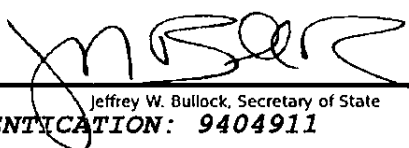
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

FILED  
2012 FEB 29 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3835188 8320

120269170



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9404911

DATE: 03-02-12