

MO4000005146

Division of Corporations

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FOREIGN LIMITED LIABILITY COMPANY

RLV GP Vista Plaza LLC

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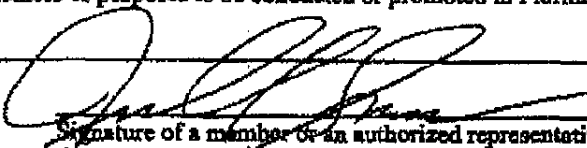
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**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. RLV GP VISTA PLAZA LLC
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FBI number, if applicable)
4. 11-22-04
(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, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 31500 NORTHWESTERN HIGHWAY, SUITE 300
FARMINGTON HILLS, MI 48334
(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:
Ramco/Lyon Venture LP, 31500 Northwestern Highway, Suite 300, Farmington Hills, MI 48334

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: see attached


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.)

Richard J. Smith, Authorized Representative

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ATTACHMENT TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA
FOR RLV GP VISTA VILLAGE LLC

11. Purpose. The sole purpose and nature of the business of the Company is to serve as the general partner of RLV VISTA VILLAGE LP, a Delaware limited partnership (the "Partnership"); (ii) acquire, own, hold for investment, preserve, manage, pledge, sell, exchange, transfer or otherwise use or dispose of a general partnership interest in the Partnership (the "Company Property"); (iii) engage in any and all activities incidental or related to the foregoing; and (iv) take or refrain from taking any and all actions that the Company considers necessary, appropriate, advisable, convenient and/or appropriate in connection with any or all of the foregoing. The Company shall not engage in any business unrelated to the Company Property, the Partnership or the purposes of the Company set forth in this Section 11.

Separateness Provisions. Anything in this Application ("Application") to the contrary notwithstanding, the Company shall not engage in any business or activity, or fail to take any act, that would cause the Company at any time to:

A. engage in any business or activity other than those set forth in Section 3 of this Application and activities incidental thereto;

B. acquire or own any material assets other than (i) the Company Property, (ii) amounts realized through the operation and disposition of the Company Property, and (iii) such incidental personal property as the Company considers necessary, advisable, convenient or appropriate in connection with its management of and interest in the Partnership or its ownership of the Company Property;

C. (i) merge into or consolidate with any individual, corporation, partnership, joint venture, limited liability company, limited liability partnership, association, joint stock company, trust, unincorporated organization, or other organizations, whether or not a legal entity, or any governmental authority (a "Person") or (ii) so long as any loan secured by Company Property or any real property of the Partnership is outstanding, dissolve, terminate or liquidate in whole or in part; transfer or otherwise dispose of all or substantially all of its assets or change its legal structure;

D. fail to preserve its existence as an entity duly organized, validly existing and in good standing under the laws of Delaware;

E. own any subsidiary or make any investment in any Person, other than its interest in the Partnership;

F. incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation) except for obligations as a result of (i) the Company's position as general partner of the Partnership, (ii) indebtedness in the ordinary course of its business of serving as the sole general partner of the Partnership and acquiring and owning an interest in the Partnership and such incidental personal property as may be necessary in connection therewith,

(iii) trade payables in the ordinary course of its business or the business of the Partnership, or (iv) any loan secured by Company Property or any real property of the Partnership;

G. hold itself out to be responsible for the debts of another Person except to the extent that, under applicable law, the Company may be deemed to hold itself out as responsible for the debts of the Partnership solely as a result of its position as general partner of the Partnership;

H. make any loans or advances to any Person, other than, acting solely in its capacity as general partner of the Partnership, loans or advances to the Partnership; or

I. maintain the Company Property and the assets of the Company in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any Member, manager, principal or affiliate of the Company, or any member, manager, principal or affiliate thereof or any other Person, with the understanding that (i) to the extent that the Company shares the same employees (if any) with other Persons, the salaries of and the expenses related to providing benefits to such employees at all times shall be fairly and non-arbitrarily allocated among such Persons, with the result that each such Person shall bear its fair share of the salary and benefit costs associated with all such common employees, (ii) to the extent that the Company jointly contracts with other Persons to do business with vendors or service providers or to share overhead expenses, the costs incurred in so doing at all times shall be fairly and non-arbitrarily allocated among such Persons, with the result that each such Person shall bear its fair share of such costs, (iii) to the extent that the Company contracts or does business with vendors or service providers where the goods or services provided are or shall be partially for the benefit of other Persons, the costs incurred in so doing at all times shall be fairly and non-arbitrarily allocated to or among such Persons, with the result that each such Person shall bear its fair share of such costs, and (iv) to the extent that the Company or other Persons have offices in the same location, there shall be a fair, appropriate and non-arbitrary allocation of overhead among them, with the result that each such Person shall bear its fair share of such expenses.

**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:

RLV GP VISTA PLAZA LLC

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

<u>CT Corporation System</u>		
(Name)		
<u>1200 South Pine Island Road</u>		
Florida Street Address (P.O. Box <u>NOT</u> ACCEPTABLE)		
<u>Plantation</u>	<u>FL</u>	<u>33324</u>
City/State/Zip		

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SECRETARY OF STATE

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, Florida Statutes.

CT Corporation System

By:

Connie Bryan Special Asst Secy

(Signature)

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

Delaware

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The First State

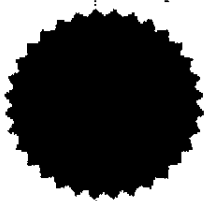
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RLV GP VISTA PLAZA LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2004.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3494273

DATE: 11-22-04