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Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

RLV GP West Broward LLC

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$160.00

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**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. RLV GP WEST BROWARD LLC
(Name of Foreign Limited Liability Company)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-2013308
(FEI number, if applicable)
4. 12-14-04
(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)

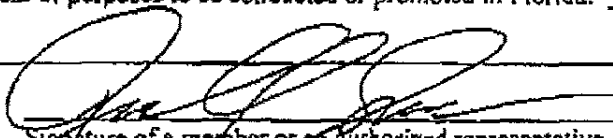
8. If limited liability company is a manager-managed company, check here ☐

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 Smith, Authorized Representative
Typed or printed name of signer

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**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 ORIOLE PLAZA 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 33324
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, Florida Statutes.

CT Corporation System

By:

Connie Bryan
(Signature)

CONNIE BRYAN
SPECIAL 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)

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

11. Purpose. The sole purpose and nature of the business of the Company is to serve as the general partner of RLV WEST BROWARD LP, a Delaware limited partnership (the "Partnership"); (ii) subject to the terms of the Debt (as hereinafter defined), 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 Certificate of Formation ("Certificate") to the contrary notwithstanding, until such time as the loan in the amount of \$10,450,000.00 ("Debt") from LaSalle National Bank, as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Commercial Mortgage Pass-Through Certificates, Series 2003-C1 ("Lender") assumed by Partnership has been fully repaid and all obligations are satisfied, the Company shall have as its sole asset its interest in the Company Property and shall not:

(a) engage in any business or activity other than the activities set forth in Section 4 above;

(b) acquire or own any material assets other than (i) the Company Property, and (ii) such incidental personal property as may be necessary for the operation of the Company Property;

(c) merge into or consolidate with any person or entity or 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 (if applicable) under the laws of the jurisdiction of its organization or formation, and qualification to do business in the state where the Company Property is located, if applicable, or without the prior written consent of Lender, amend, modify, terminate or fail to comply with the provisions of the Company's Operating Agreement, this Certificate, or the Partnership's Certificate of Limited Partnership or Agreement of Limited Partnership or similar organizational documents, as the case may be;

(e) own, form or acquire any subsidiary or make any investment in, any person or entity;

(f) commingle its assets with the assets of any of its members, general partners, affiliates, principals or of any other person or entity or fail to hold all of its assets in its own name;

(g) incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the Debt, except for trade payables in the ordinary course of its business of owning and operating the Company Property, provided that such debt is not evidenced by a note and is paid when due;

(h) become insolvent or fail to pay its debts and liabilities from its assets as the name shall become due;

(i) fail to maintain its records, books of account and bank accounts separate and apart from those of the members, partners, principals and affiliates of the Company, the affiliates of a member, partner or principal of the Company, and any other person or entity or fail to maintain such books and records in the ordinary course of its business;

(j) enter into any contract or agreement with any member, general partner, principal or affiliate of the Company, the guarantor or indemnitor with respect to the Debt ("Guarantor or Indemnitor") or any member, general partner, principal or affiliate thereof, except upon terms and conditions that are intrinsically fair, commercially reasonable and substantially similar to those that would be available on an arm's length basis with third parties other than any member, general partner, principal or affiliate of the Company, Guarantor or Indemnitor, or any member, general partner, principal or affiliate thereof;

(k) seek the dissolution or winding up in whole, or in part, of the Partnership or the Company;

(l) fail to correct any known misunderstandings regarding the separate identity of the Company from any member, general partner, principal or affiliate thereof or any other person;

(n) guaranty or become obligated for the debts of any other person or entity or hold out its credit as being able to satisfy the debts of another person or entity;

(o) make any loans or advances to any third party, including any member, general partner, principal or affiliate of the Company, or any member, general partner, principal or affiliate thereof, or buy or hold evidence of indebtedness issued by any other person or entity (other than cash or investment grade securities);

(p) fail to file its own tax returns, as required under applicable law, or if part of a consolidated group filing, fail to show the Company as a separate member of such group;

(q) fail to hold itself out to the public as a legal entity separate and distinct from any other entity or person, fail to conduct its business solely in its own name, mislead others as to the identity with which such other party is transacting business, or suggest that the Company is

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responsible for the debts of any third party (including any member, general partner, principal or affiliate of the Company, or any member, general partner, principal or affiliate thereof);

(r) fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(s) share any common logo with or hold itself out as or be considered as a department or division of (i) any general partner, principal, member or affiliate of the Company, (ii) any affiliate of a general partner, principal or member of the Company, or (iii) any other person or entity;

(t) fail to maintain separate financial statements and accounting records, showing its assets and liabilities separate and apart from those of any other person or entity;

(u) have its assets listed on the financial statement of any other entity;

(v) fail to observe all applicable organizational formalities;

(w) fail to pay the salaries of its own employees (if any) from its own funds;

(x) fail to maintain a sufficient number of employees in light of its contemplated business operations;

(y) fail to allocate fairly and reasonably any overhead expenses that are shared with an affiliate, including paying for office space and services performed by any employee of an affiliate;

(z) fail to use separate stationery, invoices, and checks bearing its own name;

(aa) pledge its assets for the benefit of any other person or entity, other than in connection with the loan secured thereby;

(bb) acquire the obligations or securities of any member, general partner, principal or affiliate of the Company, the Partnership, Guarantor or Indemnitor, or any member, general partner, principal or affiliate thereof;

(cc) fail to maintain its assets in such a manner that it will not be costly or difficult to segregate, ascertain or identify its individual assets from those of any other entity;

(dd) have any obligation to indemnify its partners, officers, directors or members, as the case may be, or have such an obligation only if it is fully subordinated to the Debt and will not constitute a claim against it in the event that cash flow in excess of the amount required to pay the Debt is insufficient to pay such obligation;

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(cc) have any of its obligations guaranteed by any member, general partner, principal or affiliate except Guarantor or Indemnitor.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RLV GP WEST BROWARD 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 DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3554191

DATE: 12-16-04