

JUL 5 2005 12:49PM

JOHN GREENBERG TRAUER

NO 125 P 1 of 1

MOS000003706

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

NCFLA II Manager LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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MOS-3704  
JUL 5 2005

**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. NCFLA II Manager LLC

(Name of foreign limited liability company)

2. Delaware

(Jurisdiction under the law of which foreign limited  
liability company is organized)

3. Applied For

(FEI number, if applicable)

4. June 4, 2005

(Date of Organization)

5. December 31, 2064

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

6. Upon Acceptance

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

7. c/o Capital Partners, Inc., One Independent Center Drive, Suite 114

Jacksonville, Florida 32202

(Street address of principle office)

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

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

NCFLA II LLC

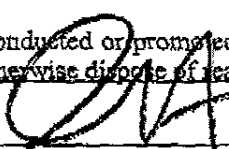
c/o Capital Partners, Inc.

One Independent Center Drive, Suite 114

Jacksonville, Florida 32202

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: Acquire, hold, operate, manage, finance, develop, lease, sell, exchange and otherwise dispose of real estate located in Florida.

  
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.)

Russell P. Hintze

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF  
REGISTER 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 Limited Liability Company is:

NCFLA II Manager LLC


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

William G. Evans  
(Name)

s/o Capital Partners, Inc., One Independent Center Drive, Suite 114  
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Jacksonville, FL 32202  
(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, F.S.*

  
(Signature)

\$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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SECRETARY OF STATE  
TALLAHASSEE, FL

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# Delaware

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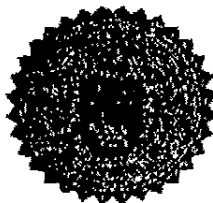
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NCFLA II MANAGER 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-SEVENTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NCFLA II MANAGER LLC" WAS FORMED ON THE TWENTY-FOURTH DAY OF JUNE, A.D. 2005.

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

2005 JUL -5 AM 8:13  
SECRETARY OF STATE  
DELAWARE



3991363 8300  
050531326

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3980911

DATE: 06-27-05

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