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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 MAR 22 PM 1:00

*Walt*  
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**COVER LETTER**

TO: Registration Section  
Division of Corporations

SUBJECT: WP-NM Hialeah, LLC  
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Mary Maier  
(Name of Person)

The Northwestern Mutual Life Insurance Company  
(Firm/Company)

720 East Wisconsin Avenue  
(Address)

Milwaukee, WI 53202  
(City/State and Zip Code)

For further information concerning this matter, please call:

Mary Maier at (414) 665-4619  
(Name of Person) (Area Code & Daytime Telephone Number)

**MAILING ADDRESS:**  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET ADDRESS:**  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee

☐ \$130.00 Filing Fee &  
Certificate of Status

☒ \$155.00 Filing Fee &  
Certified Copy

☐ \$160.00 Filing Fee, Certificate  
of Status & Certified Copy

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. WP-NM Hialeah, 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. March 16, 2006  
(Date of Organization)

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

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2424 SE Bristol Street, #250  
Newport Beach, CA 92660  
(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:

The Northwestern Mutual Life Insurance Company, P.O. Box 3170, Milwaukee, WI 53201-3170

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

Sole member of WP-NM Hialeah, LLC, a Delaware LLC

Westport-NML Venture, LLC, a Delaware limited liability company, its sole member

By: The Northwestern Mutual Life Insurance Company, a Wisconsin corporation, its Member

By: Northwestern Investment Management Company, LLC, a Delaware limited liability company, its wholly-owned affiliate and authorized representative

By: Henry F. Lange  
Henry F. Lange, Managing Director

Attest: Daniel M. Flesch  
Daniel M. Flesch, Assistant Secretary

By: WESTPORT-NML INVESTMENTS, LLC, a Delaware limited liability company

By: Westport Properties, Inc., a California corporation, its Manager

By: Charles Byerly  
Charles Byerly, Chief Financial Officer

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.)

05 MAR 22 PM 1:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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:

WP-NM Hialeah, LLC

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

CT Corporation System

(Name)

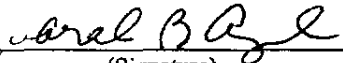
1200 South Pine Island Road

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.*

  
(Signature)

**Sarah B. Ayala  
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)**

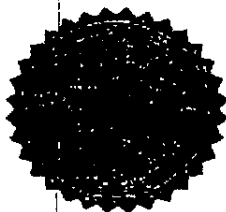
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WP-NM HIALEAH, 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 MARCH, A.D. 2006.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4620965

DATE: 03-27-06