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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DATE: 05-12-06

NAME: GATEWAY A/B FUND VII, LLC

TYPE OF FILING: APPLICATION TO TRANSACT BUSINESS

COST: CK FOR \$155 ATTACHED

RETURN: CERTIFIED COPY

ACCOUNT: ~~FCA0000000015~~

AUTHORIZATION: ~~ABBIE/PAUL HODGE~~

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FILE
1st

**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:

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SECRETARY OF STATE

1. Gateway A/B Fund VII, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. May 10, 2006
(Date of Organization)
5. December 31, 2100
(Duration: Year limited liability company will cease to exist or "perpetual")
6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 28 State Street, 10th Floor Boston MA 02109

(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:

| | | | |
|--|------------------------------------|---------------|-----------------|
| <u>The Realty Associates Fund VII, L.P. Member</u> | <u>28 State Street, 10th Floor</u> | <u>Boston</u> | <u>MA 02109</u> |
| <u>Member/Manager</u> | | | |
| _____ | | | |
| <u>Member/Manager</u> | | | |
| _____ | | | |
| <u>Member/Manager</u> | | | |
| _____ | | | |
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: _____
To acquire, own, refinance, sell, transfer, construct improvements and otherwise operate real property.

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.)

See attached signature rider

Typed or printed name of signee

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

MEMBER:

The Realty Associates Fund VII, L.P.,
a Delaware limited partnership,

By: Realty Associates Fund VII, LLC

By: Realty Associates Advisors LLC

By: Realty Associates Advisors Trust

By: Scott L. Dalrymple
Name: Scott L. Dalrymple
Title: Sr. Vice President

**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:

Gateway A/B Fund VII, LLC

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

Capitol Corporate Services, Inc.

(Name)

1333 Duval Street

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32303

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.



Gayle Windle, Asst. Secretary on behalf of Capitol Corporate Services, Inc.
(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

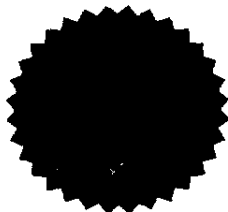
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GATEWAY A/B FUND VII, 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 ELEVENTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GATEWAY A/B FUND VII, LLC" WAS FORMED ON THE TENTH DAY OF MAY, A.D. 2006.

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



4156525 8300

060444312

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4736760

DATE: 05-11-06