

M06000006931

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

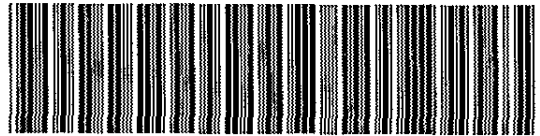
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
06 DEC 14 AM 8:49  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
06 DEC 14 AM 10:31  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 664118 7377485

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : December 13, 2006

ORDER TIME : 8:15 AM

ORDER NO. : 664118-005

CUSTOMER NO: 7377485

FOREIGN FILINGS

NAME: DOWNTOWN SEMINOLE, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_

FILED  
06 DEC 14 AM 10:31  
TALLAHASSEE, FLORIDA  
FILED  
06 DEC 14 AM 10:32  
TALLAHASSEE, FLORIDA

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

This Application By Foreign Limited Liability Company For Authorization To Transact Business in Florida (this "Application") is submitted in accordance with Section 608.503, Florida Statutes.

**FIRST:** The name of the foreign limited liability company (hereinafter, the "Company") is:

DOWNTOWN SEMINOLE, LLC

**SECOND:** The jurisdiction under the law of which the Company is organized is Delaware.

**THIRD:** The Company's Federal employer identification number is 20-8030076.

**FOURTH:** The date of organization of the Company in Delaware is December 12, 2006, and its existence is perpetual, unless dissolved according to law.

**FIFTH:** The Company has not transacted business in the State of Florida prior to this registration.

**SIXTH:** The street address of the principal office of the Company is:

c/o Aegis Partners, LLC  
801 West Bay Drive, Suite 406  
Largo, Florida 33770

**SEVENTH:** The Company is a member-managed limited liability company.

**EIGHTH:** The name and the usual business address of the managing member and the manager of the Company are as follows:

Name

Address

Aegis Partners, LLC

801 West Bay Drive, Suite 406  
Largo, Florida 33770

Commercial Realty Manager IIA (REIT), Inc.

c/o Capmark Investments, LP  
200 Witmer Road  
Horsham, PA 19044-8015

**NINTH:** The initial registered office of the Company shall be located at Williams Schifino Mangione & Steady, P.A., One Tampa City Center, Suite 3200, Tampa, Florida 33602, and the initial registered agent of the Company at such office shall be Lee E. Nelson, Esq. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.


**TENTH:** The Company's business and purposes to be conducted in Florida shall be to engage solely in the acquisition, ownership, operation and management of the real property located at 113<sup>th</sup> Street North and Park Boulevard North, in Seminole, Florida, together with all rights, privileges, interests, easements, improvements, hereditaments and appurtenances thereunto belonging or appertaining, and all fixtures, equipment and appliances thereon and any additions thereto; and to engage in such other lawful activities permitted to limited liability companies by the Florida Limited Liability Company Act (the "FLLCA"), as are incidental, necessary or appropriate to the foregoing purposes.

**ELEVENTH:** Attached hereto is an original certificate of existence of the Company, not more than ninety (90) days old, duly authenticated by the Secretary of State of the State of Delaware, which is the official having custody of records in the jurisdiction under the law of which the Company is organized.

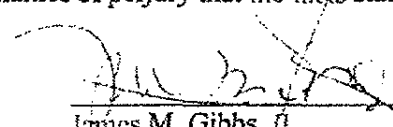
IN WITNESS WHEREOF, I have signed this Application on behalf of the Company and acknowledged the same to be my act this 13<sup>th</sup> day of December, 2006.

DOWNTOWN SEMINOLE, LLC,  
A Delaware Limited Liability Company  
By: Aegis Partners, LLC, Its Managing Member  
By: AP Manager, Inc., Its Managing Member

By:

  
James M. Gibbs, II, Its President

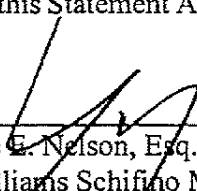
In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
James M. Gibbs, II

### STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Pursuant to the provisions of the FLLCA, I hereby accept the designation as registered agent to accept service of process for DOWNTOWN SEMINOLE, LLC at the place designated in the Company's Application and as designated below in this statement. 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 under Chapter 608, Florida Statutes.

IN WITNESS WHEREOF, I have signed this Statement Accepting Appointment as Registered Agent this 13th day of December, 2006.

  
\_\_\_\_\_  
Lee E. Nelson, Esq., As Registered Agent  
Williams Schifano Mangione & Steady, P.A.  
One Tampa City Center, Suite 3200  
Tampa, Florida 33602

In accordance with Section 608.408(3), Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

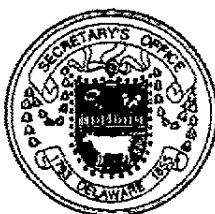
  
\_\_\_\_\_  
Lee E. Nelson, Esq.

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOWNTOWN SEMINOLE, 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 TWELFTH DAY OF DECEMBER, A.D. 2006.



4265980 8300

061134142

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5269656

DATE: 12-12-06