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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

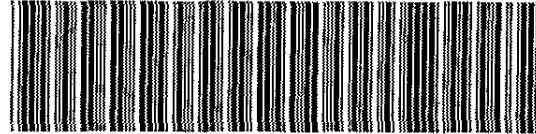
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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J. BRYAN FEB 14 2007



WaldenPacific Property TrustTM

Absolutely Effortless OwnershipTM

February 1, 2007

Mr. James W. Chancelor
13784 N/W 12th Court
Pembroke Pines, FL 33028

RE: Arbors at Branch Creek Tampa, LLC
Florida Foreign Registration

Hi James,

Enclosed is the application needed to file in Florida Arbors at Branch Creek Tampa, LLC. Please sign on pages 2 and 3 where indicated by a checkmark.

Send in the above-referenced application with the enclosed Certificate of Status along with your check in the amount of \$130.00 made payable to the "Florida Department of State."

The application, Certificate of Status, and \$130.00 check need to be mailed to:

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

If you prefer to courier the application, you would courier it to:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Call if you have any questions.

Yours truly,

Jackie Eastwick

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Arbors at Branch Creek Tampa, 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:

Marc Corey Chancelor
(Name of Person)

Arbors at Branch Creek Tampa, LLC
(Firm/Company)

18331 Pines Blvd., #202
(Address)

Pembroke Pines, FL 33029
(City/State and Zip Code)

For further information concerning this matter, please call:

Marc Corey Chancelor at (860) 455-4370 x 801
(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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Arbors at Branch Creek Tampa, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 37-1531805
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 24, 2006 5. Perpetual
(Date of Organization) (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. 18331 Pines Blvd., #202
Pembroke Pines, FL 33029
(Street Address of Principal Office)

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

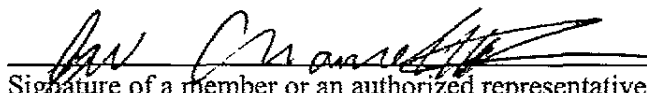
9. The name and usual business addresses of the managing members or managers are as follows:

WaldenPacific Property Trust, 18331 Pines Blvd., #202

Pembroke Pines, FL 33029

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 Investment


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.)

James W. Chancellor

Typed or printed name of signee

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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:

Arbors at Branch Creek Tampa, LLC

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

James W. Chancelor

(Name)

18331 Pines Blvd, #202

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

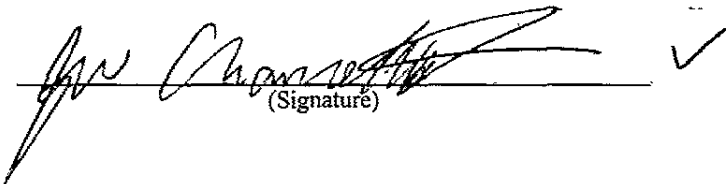
Pembroke Pines

FL 33029

City/State/Zip

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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) ✓

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

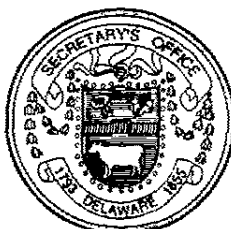
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARBORS AT BRANCH CREEK TAMPA, 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 JANUARY, A.D. 2007.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5350771

DATE: 01-12-07