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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

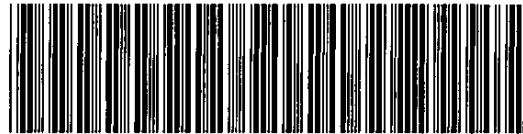
(Business Entity Name)

(Document Number)

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JB

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PAMELA S. FLINT
pamela.flint@kutakrock.com
402-346-6000

May 16, 2007

VIA FEDEX

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: SCI Gateway at Club Fund, LLC
SCI Gateway at Glades Fund, LLC
SCI Gateway at Tallahassee Fund LLC

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Dear Sir/Madam:

Enclosed for filing please find the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida (submitted in duplicate), the cover letter and the original certificate of existence for each of the above-referenced limited liability companies. Also enclosed are firm checks in the amount of \$130.00 each to cover the filing fee and Certificate of Status for each.

Please return the evidence of filing and to my attention via overnight service. I have enclosed a FedEx prepaid self-addressed envelope for your convenience in returning the evidence. We appreciate your assistance in filing these documents.

If you have any questions regarding this request or need any additional information, please give me a call. Thank you.

Sincerely,

Pamela S. Flint

Pamela S. Flint
Paralegal

psf

Enclosures

4826-4120-3457.2

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SCI Gateway at Club Fund, 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:

Pamela S. Flint
(Name of Person)

Kutak Rock LLP
(Firm/Company)

1650 Farnam Street
(Address)

Omaha, NE 68102
(City/State and Zip Code)

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For further information concerning this matter, please call:

Pamela S. Flint at (402) 346-6000
(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 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. SCI Gateway at Club Fund, LLC
(Name of Foreign Limited Liability Company)

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

4. May 14, 2007 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

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

7. 11620 Wilshire Boulevard, Suite 300
Los Angeles, CA 90025
(Street Address of Principal Office)

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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:
SCI Fund Manager I, LLC 11620 Wilshire Boulevard, Suite 300, Los Angeles, CA 90025

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 and hold interests in real property, or a fractional undivided interest therein, and to engage in such other activities relating to or incidental thereto as are necessary to accomplish such purposes.

Pamela S. Flint
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.)
Pamela S. Flint, Authorized Representative of Member
Typed or printed name of signee

**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:

SCI Gateway at Club Fund, LLC

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

Corporation Service Company 1201 Hays Street

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.

Wanda F. Massey
(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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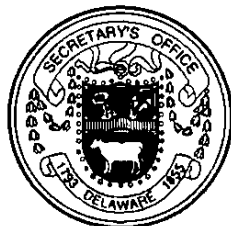
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCI GATEWAY AT CLUB FUND, 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 FOURTEENTH DAY OF MAY, A.D. 2007.

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4351978 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5674514

DATE: 05-14-07