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(Requestor's Name)

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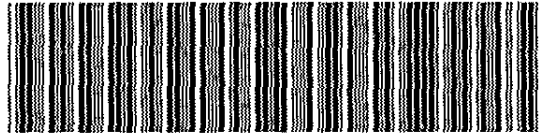
(Business Entity Name)

(Document Number)

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W07-37863  
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<b>KUTAK ROCK LLP</b> OPERATING ACCOUNT THE OMAHA BUILDING 1650 FARNAM ST. OMAHA, NE 68102-2186	<b>FIRST NATIONAL BANK OF OMAHA</b> OMAHA, NE 68102 (402) 533-3225 <b>FREMONT NATIONAL BANK &amp; TRUST CO</b> FREMONT, NE 68025 76-41049	<b>1101387</b> 1101387				
THE SUM One hundred thirty and 00/100 DOLLARS						
PAY TO THE ORDER OF	FLORIDA DEPARTMENT OF STATE	<table border="0"> <tr> <td style="text-align: right;">DATE</td> <td style="text-align: left;">AMOUNT</td> </tr> <tr> <td style="text-align: right;">7/31/2007</td> <td style="text-align: left;">\$130.00*</td> </tr> </table>	DATE	AMOUNT	7/31/2007	\$130.00*
DATE	AMOUNT					
7/31/2007	\$130.00*					
100995	By _____	VOID AFTER 6 MONTHS KUTAK ROCK LLP				

SECURITY FEATURES INCLUDED. DETAILS ON BACK.

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Two documents were assigned the same validation and sequence number.

Proof of payment submitted in the form of the above cancelled check.

blt

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SCI Gateway at Club Fund 16, 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, Paralegal  
(Name of Person)

Kutak Rock LLP  
(Firm/Company)

1650 Farnam Street  
(Address)

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

For further information concerning this matter, please call:

Pamela S. Flint at (402) 346-6000 ext. 1810  
(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 3, 2007

PAMELA S. FLINT, PARALEGAL  
KUTAK ROCK LLP  
1650 FARNAM STREET  
OMAHA, NE 68102

SUBJECT: SCI GATEWAY AT CLUB FUND 16, LLC  
Ref. Number: W07000037863

We have received your document for SCI GATEWAY AT CLUB FUND 16, LLC, however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$130.00.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 807A00048061

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. SCI Gateway at Club Fund 16, LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")

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

4. July 30, 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:

The Rosenberg and Valverde Trust, Howard P. Rosenberg & Rebecca Valverde Thompson, Trustees  
6258 Sea Drift Cove  
Malibu, CA 90265

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 purpose.

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 for the 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 16, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

\_\_\_\_\_

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL 32301

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.*

Stephanie Orr

(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 16, 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 THIRTIETH DAY OF JULY, A.D. 2007.

4398051 8300

070866659



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5883825

DATE: 07-30-07