

M07000007407

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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DIVISION OF CORPORATIONS
07 DEC 19 PM 2:33

W07-60580
J. BRYAN DEC 14 2007

J. BRYAN DEC 20 2007

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Redfish Village Investors, 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:

Carrie Zelinka

(Name of Person)

Locally Global Investments, LLC

(Firm/Company)

100 Peabody Place, Suite 1200

(Address)

Memphis, TN 38103

(City/State and Zip Code)

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For further information concerning this matter, please call:

Carrie Zelinka

(Name of Person)

at (901) 260-1816

(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

474 CLUB, LLC
100 PEABODY PLACE, SUITE 1200
MEMPHIS, TN 38103
901.260.1800/901.260.1801 FAX

czelinka@locally-global.com

December 12, 2007

VIA FEDERAL EXPRESS
Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS
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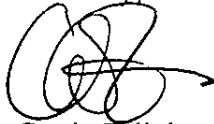
Re: Redfish Village Investors, LLC
Application by Foreign Limited Liability Company for
Authorization to Transact Business in Florida

Dear Sir/Madam:

Please find enclosed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and our firm check representing filing fee and cost for Certificate of Status. Please file same and send the Certificate of Status as soon as possible.

Please let me know if you have any questions and thank you for your prompt attention to this matter.

Sincerely,



Carrie Zelinka, Paralegal



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2007

CARRIE ZELINKA
LOCALLY GLOBAL INVESTMENTS, LLC
100 PEABODY PLACE, SUITE 1200
MEMPHIS, TN 38103

SUBJECT: REDFISH VILLAGE INVESTORS, LLC
Ref. Number: W07000060580

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DIVISION OF CORPORATIONS
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We have received your document for REDFISH VILLAGE INVESTORS, LLC and your check(s) totaling \$130.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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

Joey Bryan
Regulatory Specialist II

Letter Number: 007A00070095

F A X

474 Club, LLC
100 Peabody Place
Suite 1200
Memphis, TN 38103

T 901 260 1816
F 901 260 1801

czelinka@locally-global.com

TO: Joey
SunBiz/Florida SOS
FAX: 850.245.6030
FROM: CARRIE ZELINKA (czelinka@locally-global.com)
DATE: December 20, 2007
RE: Redfish Village Investors, LLC
PAGES: 2 (including cover)

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Certificate of Existence from the Tennessee Secretary of State dated December 6, 2007 is attached. I understand this document is all that is needed to complete the qualification of the referenced company in Florida. If I am incorrect, PLEASE let me know as soon as possible.

And please, please, if at all possible, would you fax or e-mail me some proof of qualification? We are closing a loan tomorrow and this is a requirement.

Thank you Joey and have a great day.

**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. **Redfish Village Investors, 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. **Tennessee**

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. **September 24, 2007**

(Date of Organization)

5. **Perpetual**

(Duration: Year limited liability company will cease to exist or "perpetual")

6. _____

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

7. **100 Peabody Place, Suite 1200**

Memphis, TN 38103

(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:

William B. Benton, Jr. 100 Peabody Place #1200 Memphis, TN 38103

J. Kevin Adams 100 Peabody Place #1200 Memphis, TN 38103

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: **Own real estate**



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.)

J. Philip Jones

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:

Redfish Village Investors, LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation, Florida 33324

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.

C T Corporation System

By: *Samantha Jones*

(Signature)

Samantha Jones
Assistant Secretary

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

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Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 12/06/2007
REQUEST NUMBER: 07340120
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 09/24/2007
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0559400
JURISDICTION: TENNESSEE

TO:
KROLL
1900 CHURCH STREET
STE 300
NASHVILLE, TN 37203

REQUESTED BY:
KROLL
1900 CHURCH STREET
STE 300
NASHVILLE, TN 37203

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"REDFISH VILLAGE INVESTORS, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF
FORMATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC 19 PM 2:33

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/06/07

FROM:
KROLL DOCUMENT FILING & RETRIEVAL SVCS
1900 CHURCH STREET
SUITE 400
NASHVILLE, TN 37203-0000

RECEIVED: FEES \$80.00 \$0.00
TOTAL PAYMENT RECEIVED: \$80.00

RECEIPT NUMBER: 00004297161
ACCOUNT NUMBER: 00442386



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE