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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas MAR 7 2008

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ATTORNEYS AT LAW • SINCE 1948

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LAKE WALES
March 4, 2008

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Waterfront Co-Investment Fund I, LLC

To Whom It May Concern:

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida", Certificate of Existence and fee(s) are submitted to register the above referenced foreign limited liability company to transact business in Florida. Please direct all correspondence concerning this matter to the following:

David G. Fisher
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33859-1079

Enclosed is this firm's check for \$160.00 in payment for the following: \$100.00 Filing Fee, \$25.00 Designation of Registered Agent, \$5.00 Certificate of Status, and \$30.00 Certified Copy.

If you should have any questions, please give me a call.

Sincerely,



David G. Fisher

Enclosures

Cc: John Bennett

J. HARDIN PETERSON, SR.
(1894-1978)

MICHAEL W. CREWS
(1941-1991)

M. DAVID ALEXANDER, III
JOHN B. ALLEN
PHILIP O. ALLEN
BRENDA L. APPLIEDORN
KEVIN A. ASHLEY
JACK P. BRANDON
JOSHUA K. BROWN
PHILIP H. BUSH

DEBRA L. CLINE
CLINTON A. CURTIS
JACOB C. DYKHOORN
DAVID G. FISHER
MICHAEL T. GALLAHER
JOHN R. GRIFFITH
DAVID E. GRISHAM
JOHN D. HOPPE

DENNIS P. JOHNSON
TIMOTHY E. KILEY
KEVIN C. KNOWLTON
ALEXANDER F. KOSKEY, III
DOUGLAS A. LOCKWOOD, III
BRIAN K. MATHIS
CORNEAL B. MYERS
E. BLAKE PAUL

ROBERT E. PUTERBAUGH
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON
RYAN W. ZIKA

THOMAS E. BAYNES, JR.
OF COUNSEL



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. Waterfront Co-Investment Fund I, 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. North Carolina

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

3. _____

(FEI number, if applicable)

4. 02/13/08

(Date of Organization)

5. perpetual

(Duration: Year limited liability company will 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. 3129 Springbank Lane

Charlotte, NC 28226

(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:

Waterfront Land Fund Advisors I, LLC

3129 Springbank Lane

Charlotte, NC 28226

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

Waterfront Co-Investment Fund I, LLC

By: Waterfront Land Fund Advisors I, LLC, its manager

By: Waterfront Land Fund Management, LLC, its manager

By: 
John Bennett, President

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TALLAHASSEE, FLORIDA

**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:

Waterfront Co-Investment Fund, 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:

Keith H. Wadsworth

(Name)

130 East Central Avenue


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

Lake Wales

FL

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.



(Signature)

\$ 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
TALLAHASSEE, FLORIDA



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

WATERFRONT CO-INVESTMENT FUND I, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 13th day of February, 2008, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 4th day of March, 2008.

Elaine F. Marshall

Secretary of State

