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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

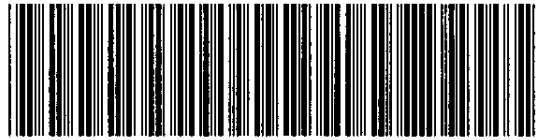
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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03/12/08 --01018--013 **335.00

FILED
2008 MAR 12 A 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. LUNT

MAR 13 2008

EXAMINER



February 29, 2008

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

FILED
2008 MAR 12 A 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Osprey Links Joint Venture/Osprey Links, LLC
Partnership Registration Statement
Certificate of Conversion
Application by Foreign LLC for Authorization to Transact Business in FL

Dear Sir/Madam:

Please process the enclosed paperwork. I have enclosed a check made payable to the Department of State for 335.00, which will cover the following:

- Partnership Registration Statement: \$102.50 filing fee and certified copy
- Certificate of Conversion: \$77.50 filing fee and certified copy
- Application by Foreign LLC for Authorization to Transact Business in FL: \$155.00 filing fee and certified copy

Please mail the certified copies to The Northwestern Mutual Life Insurance Company, Attn: Jenny Potters, 720 East Wisconsin Avenue, Milwaukee, WI 53202.

If you have any questions, please feel free to contact me at (414) 665-2272.

Sincerely,


Jenny Potters

639201

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Osprey Links, 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:

Jenny Potters
(Name of Person)

The Northwestern Mutual Life Insurance Company
(Firm/Company)

720 East Wisconsin Avenue, Room S430
(Address)

Milwaukee, WI 53202
(City/State and Zip Code)

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2009 MAR 12 A 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Mary Maier at (414) 665-4619
(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. Osprey Links, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware

(Jurisdiction under the law of which foreign llc is organized)

3. 59-3265492

(FEI number, if applicable)

4. February 29, 2008

(Date of Organization)

5. perpetual

(Duration: Year llc will cease to exist or "perpetual")

6. Originally formed as a Florida general partnership (Osprey Links Joint Venture) on November 28, 1994. Converted to a Delaware limited liability company effective February 29, 2008.

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

7. 720 East Wisconsin Avenue, Milwaukee, WI 53202

(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:

NM Imperial, LLC, 720 East Wisconsin Avenue, Milwaukee, WI 53202

RE Corp., 720 East Wisconsin Avenue, Milwaukee, WI 53202

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 hold real estate

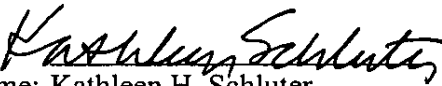
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

OSPREY LINKS, LLC

By: NM Imperial, LLC, a Delaware limited liability company, a member

By: NML Real Estate Holdings, LLC, a Wisconsin limited liability company, its sole member

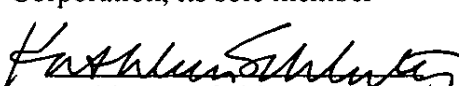
By: The Northwestern Mutual Life Insurance Company, a Wisconsin Corporation, its sole member

By: 
Name: Kathleen H. Schluter
Title: Vice President Tax and Corporate Counsel

By: RE Corp., a Delaware corporation, a member

By: NML Real Estate Holdings, LLC, a Wisconsin limited liability company, its sole member

By: The Northwestern Mutual Life Insurance Company, a Wisconsin Corporation, its sole member

By: 
Name: Kathleen H. Schluter
Title: Vice President Tax and Corporate Counsel

FILED
2008 MAR 12 A 11:30
SECRETARY OF STATE
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:

Osprey Links, 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:

C T Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL

33324

City/State/Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAR 12 A 11:20

FILED

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)

Kristine Heiberger
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)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA GENERAL PARTNERSHIP UNDER THE NAME OF "OSPREY LINKS JOINT VENTURE" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "OSPREY LINKS JOINT VENTURE" TO "OSPREY LINKS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2008, AT 11:48 O'CLOCK A.M.



4509389 8100V

080203732

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6407286

DATE: 02-26-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:48 AM 02/22/2008
FILED 11:48 AM 02/22/2008
SRV 080203732 - 4509389 FILE

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A PARTNERSHIP TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

- **First:** The jurisdiction where the Partnership first formed is Florida.
- **Second:** The jurisdiction immediately prior to filing this Certificate is Florida.
- **Third:** The date the Partnership first formed is November 28, 1994.
- **Fourth:** The name of the Partnership immediately prior to filing this Certificate is Osprey Links Joint Venture.
- **Fifth:** The name of the Limited Liability Company as set forth in the Certificate of Formation is Osprey Links, LLC.

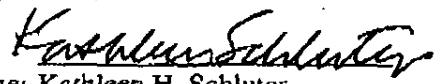
In Witness Whereof, the undersigned have executed this Certificate on the 21st day of February, 2008.

OSPREY LINKS JOINT VENTURE

By: NM Imperial, LLC, a Delaware limited liability company, a partner

By: NML Real Estate Holdings, LLC, a Wisconsin limited liability company, its sole member

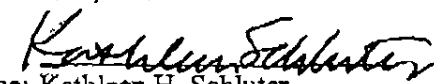
By: The Northwestern Mutual Life Insurance Company, a Wisconsin Corporation, its sole member

By: 
Name: Kathleen H. Schluter
Title: Vice President Tax and Corporate Counsel

By: RE Corp., a Delaware corporation, a partner

By: NML Real Estate Holdings, LLC, a Wisconsin limited liability company, its sole member

By: The Northwestern Mutual Life Insurance Company, a Wisconsin Corporation, its sole member

By: 
Name: Kathleen H. Schluter
Title: Vice President Tax and Corporate Counsel

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "OSPREY LINKS, LLC" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2008, AT 11:48 O'CLOCK A.M.



4509389 8100V

080203732

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6407286

DATE: 02-26-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:48 AM 02/22/2008
FILED 11:48 AM 02/22/2008
SRV 080203732 - 4509389 FILE

**STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION**

- **First:** The name of the limited liability company is Osprey Links, LLC.
- **Second:** The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, Delaware 19801. The name of its Registered Agent at such address is The Corporation Trust Company.
- **Third:** The entity existence is perpetual.


In Witness Whereof, the undersigned have executed this Certificate of Formation this 21st day of February, 2008.

OSPREY LINKS, LLC

By: NM Imperial, LLC, a Delaware limited liability company, a member

By: NML Real Estate Holdings, LLC, a Wisconsin limited liability company, its sole member


By: The Northwestern Mutual Life Insurance Company, a Wisconsin Corporation, its sole member

By: 
Name: Kathleen H. Schluter
Title: Vice President Tax and Corporate Counsel

By: RE Corp., a Delaware corporation, a member

By: NML Real Estate Holdings, LLC, a Wisconsin limited liability company, its sole member

By: The Northwestern Mutual Life Insurance Company, a Wisconsin Corporation, its sole member

By: 
Name: Kathleen H. Schluter
Title: Vice President Tax and Corporate Counsel