

MO80000002562

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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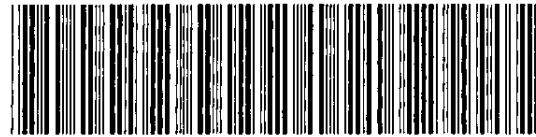
(Business Entity Name)

(Document Number)

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June 2, 2008

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

AMB Partners II GP, LLC

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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| NEW FILINGS |                   |
|-------------|-------------------|
|             | Profit            |
|             | Non Profit        |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |                                    |
|------------|------------------------------------|
|            | Amendment                          |
|            | Resignation of RA Officer/Director |
|            | Change of Registered Agent         |
|            | Dissolution/Withdrawal             |
|            | Merger                             |

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Reports   |
|               | Fictitious Name  |
|               | Name Reservation |
|               | Reinstatement    |

| REGISTRATION/QUALIFICATION |                   |
|----------------------------|-------------------|
|                            | Foreign           |
| X                          | Limited Liability |
|                            | Reinstatement     |
|                            | Trademark         |
|                            | Other             |

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. **AMB Partners II GP, 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**

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

3.

(FEI number, if applicable)

4. **April 30, 2008**

(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. **Pier 1, Bay 1, San Francisco, CA 94111 attn: Legal Dept.**

(Street Address of Principal Office)

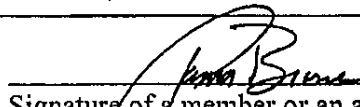
8. If limited liability company is a manager-managed company, check here ☐

9. The name and usual business addresses of the managing members or managers are as follows:

**AMB Institutional Alliance Fund III, L.P., its sole member**

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**

  
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.)

Tamra D. Browne, Senior Vice President of AMB Property Corporation, the general partner of AMB Property, L.P., the general partner of AMB Institutional Alliance Fund III, L.P., the sole member of AMB Partners II, L.P.

Typed or printed name of signee

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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:

AMB Partners II GP, 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:

National Registered Agents, Inc.

(Name)

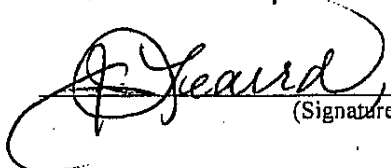
2731 Executive Park Drive, Suite 4

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

Weston, FL 33331

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.*

 *assist. sec. for*  
(Signature) *National Registered Agents, Inc.*

|           |                                  |
|-----------|----------------------------------|
| \$ 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 "AMB PARTNERS II GP, 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 TWENTY-NINTH DAY OF MAY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMB PARTNERS II GP, LLC" WAS FORMED ON THE THIRTIETH DAY OF APRIL, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



4541453 8300

080631154

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6623821

DATE: 05-29-08