

08/27/2008

FAX 2159

BURR KEIM COMPANY

**M08000003078**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6383

From:

Account Name : M. BURR KEIM COMPANY  
Account Number : I19990000242  
Phone : (215) 563-8113  
Fax Number : (215) 977-9386

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**LUBERT-ADLER PALM ESTATES NOTEHOLDER, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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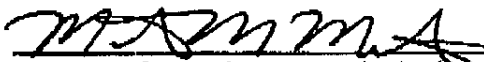
**EXAMINER**

(((H080001615003)))

**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. LUBERT-ADLER PALM ESTATES NOTEHOLDER, LLC  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. \_\_\_\_\_  
(FEI number, if applicable)
4. June 26, 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. c/o LUBERT-ADLER REAL ESTATE FUND VI, L.P.  
2929 Arch Street, Cira Centre, Philadelphia, PA 19104-2868  
(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:  
Lubert-Adler Real Estate Fund VI, L.P., 2929 Arch Street, Cira Centre, Philadelphia, PA 19104-2868  
\_\_\_\_\_  
\_\_\_\_\_
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 a note and  
engage in any and all lawful activities necessary or incidental to the foregoing

  
 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.)  
Martina M. Martin  
 Typed or printed name of signer

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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:

**LUBERT-ADLER PALM ESTATES NOTEHOLDER, LLC**

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

**W. Bradley Munroe, Esquire**

(Name)

**239 E. Virginia 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.*

*W. Bradley Munroe*  
(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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# Delaware

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## The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LUBERT-ADLER PALM ESTATES NOTEHOLDER, 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-SEVENTH DAY OF JUNE, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LUBERT-ADLER PALM ESTATES NOTEHOLDER, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2008.

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

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080736569

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: 6692899

DATE: 06-27-08

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