

M 08000004479

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

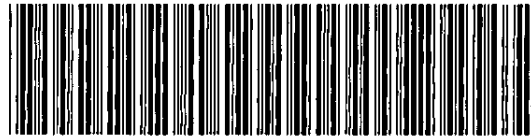
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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RECEIVED  
08 OCT - 3 PM 2: 00  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR  
OCT - 4 2008  
EXAMINER

FILED  
08 OCT - 3 PM 1: 15  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 745500 7454283

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ ~~425.00~~

ORDER DATE : October 3, 2008

ORDER TIME : 11:0 AM

ORDER NO. : 745500-020

CUSTOMER NO: 7454283

*11,263.75*  
*1788.75*  
*[Signature]*

FILED  
08 OCT -3 PM 1:15  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BEHRINGER HARVARD SATORI REIT, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX        PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 6, 2008

CARINA DUNLAP  
CSC  
TALLAHASSEE, FL

SUBJECT: BEHRINGER HARVARD SATORI REIT, LLC  
Ref. Number: W08000045833

FILED  
08 OCT -3 PM 1:15  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for BEHRINGER HARVARD SATORI REIT, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being retained for the following:

The application indicates that this company began transacting business in Florida on October 30, 2007.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,138.75.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Regulatory Specialist II

Letter Number: 008A00052665

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Behringer Harvard Satori REIT, 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. 26-0450204

(FEI number, if applicable)

4. July 19, 2007

(Date of Organization)

5. Perpetual

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

6. October 30, 2007

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

7. 15601 Dallas Parkway, Suite 600

Addison, Texas 75001

(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:

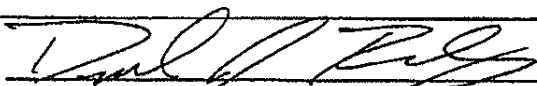
Behringer Harvard Satori Venture, LLC

15601 Dallas Parkway, Suite 600

Addison, Texas 75001

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.)

Daniel J. Rosenberg

Typed or printed name of signee

FILED  
08 OCT -3 PM 1:15  
TALLAHASSEE, FLORIDA STATE

**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:

Behringer Harvard Satori REIT, LLC

If name unavailable, the alternate name to be used in the state of Florida is:

BH Satori REIT, LLC

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

Corporation Service Company

(Name)

1201 Hays 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.*

Corporation Service Company

BY: Sonya L. Cordell

(Signature)

Sonya L. Cordell  
Assistant VP

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

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEHRINGER HARVARD SATORI REIT, 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 THIRD DAY OF OCTOBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BEHRINGER HARVARD SATORI REIT, LLC" WAS FORMED ON THE NINETEENTH DAY OF JULY, A.D. 2007.

4391883 8300

081009726



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6891726

DATE: 10-03-08