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EXAMINER



ACCOUNT NO. : 072100000032

REFERENCE: 758339 4321061

AUTHORIZATION C

COST LIMIT

ORDER DATE: October 15, 2008

ORDER TIME : 11:15 AM

ORDER NO. : 758339-005

CUSTOMER NO: 4321061

FOREIGN FILINGS

NAME: BAY-CABANA ASSOCIATES, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Cindy Harris -- EXT# 2937

EXAMINER:

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: , Bay-Cabana Associates, 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. Georgia (Jurisdiction under the law of which foreign limited liability company is organized) 4. October 14, 2008 perpetual (Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual") 6. upon registration (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability) 7, 2700 Delk Road, Suite 100, Marietta, GA 30067 (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: ECI Capital, Inc., 2700 Delk Road, Suite 100, Marietta, GA 30067 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 Development 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)

Typed or printed name of signee

A. J. Block, Jr.

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:
Bay-Cabana Associates, 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:
Corporation Service Company (Name)
1201 Hays Street Florida Street Address (P.O. Box NOT ACCEPTABLE)
Tallahassee, Florida 32301 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.

Cynthia L. Harris
(Signature)

Cynthia L. Harris
Asst. Vice President

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

STATE OF GEORGIA

Secretary of State

Corporations Division 315 West Tower #2 Martin Luther King, Jr. Dr. Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

BAY-CABANA ASSOCIATES, LLC

Domestic Limited Liability Company

was formed or was authorized to transact business on 10/14/2008 in Georgia. Said entity is in --compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 15th day of October, 2008

> Karen C Handel Secretary of State

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Certification Number: 3208611-1 Reference: Verify this certificate online at http://corp.sos.state.ga.us/corp/soskb/verify.asp