

MD80000004818

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

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

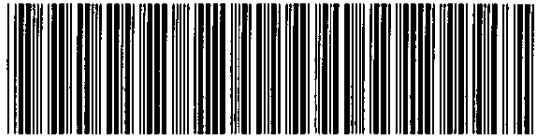
Special Instructions to Filing Officer:

**L. SELLERS**

OCT 31 2008

**EXAMINER**

Office Use Only



700137351167

10/30/08--01029--006 \*\*155.00

FILED  
08 OCT 30 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# Polsinelli

Shalton | Flanigan | Suelthaus, PC

700 West 47th Street, Suite 1000 | Kansas City, MO 64112-1802  
(816) 753-1000 | Facsimile: (816) 753-1536 | [www.polsinelli.com](http://www.polsinelli.com)

Nadene M. McGuire  
(816) 360-4326  
[nmcguire@polsinelli.com](mailto:nmcguire@polsinelli.com)

October 29, 2008

## SENT BY FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: BW Summit Davenport II LLC**

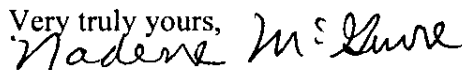
Dear Ladies and Gentlemen:

Enclosed are the following documents for the above-referenced limited liability company that we are forwarding to you for processing:

1. Cover Letter
2. Duplicate copies of an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
3. Duplicate copies of a Certificate of Designation of Registered Agent/Registered Office.
4. Certificate of Good Standing from Delaware Secretary of State.
5. Check in the amount of \$155.00 to cover the filing fee and the fee for a certified copy of the filed Application.

Please forward evidence of filing of the Application to the undersigned.

If you have any questions, please let us know.

Very truly yours,  
  
Nadene M. McGuire  
Paralegal

NMM  
Enclosures  
050966 / 109275  
NMMCG 1710239

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BW Summit Davenport II 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:

Nadene McGuire, Paralegal  
(Name of Person)

Polsinelli Shalton Flanigan Suelthaus PC  
(Firm/Company)

700 West 47th Street, Suite 1000  
(Address)

Kansas City, MO 64112  
(City/State and Zip Code)

For further information concerning this matter, please call:

Nadene McGuire at ( 816 ) 360-4326  
(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. BW Summit Davenport II 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 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. October 27, 2008 5. Perpetual  
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. October 30, 2008  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 701 13th Street NW, Suite 1000, Washington, DC 20005  
(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:

CWCapital Asset Management LLC, 701 13th Street NW, Suite 1000, Washington, DC. 20005

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 engage in any lawful act or  
activity for which limited liability companies may be organized under the Florida Limited Liability Company Act.

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.)

See Signature on Attached Page

Typed or printed name of signee

FILED  
OCT 30 AM 8:43  
CLERK OF STATE  
TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**Name of Foreign LLC: BW Summit Davenport II LLC**

CWCAPITAL ASSET MANAGEMENT LLC,  
a Massachusetts limited liability company, as  
Manager, but solely in its capacity as special  
servicer and authorized agent for Bank of  
America, N.A. (as successor to LaSalle  
Bank National Association), as Trustee, in  
trust for the registered holders of Mortgage  
Capital Funding, Inc. Multifamily/  
Commercial Mortgage Pass-Through  
Certificates, Series 1998-MC3

By: *Alex J. Guggenheim*  
Name: ALEX J. GUGGENHEIM  
Title: VICE PRESIDENT

FILED  
08 OCT 30 AM 8:43  
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:

BW Summit Davenport II 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:

NRAI Services, Inc.

(Name)

2731 Executive Park Drive, Suite 4

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

Weston

FL 33331

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.*

NRAI Services, Inc.

By: Sean L. Emerick

(Signature) Sean L. Emerick  
Asst. Secretary

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

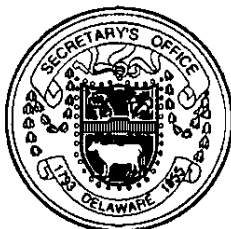
**FILED**  
08 OCT 30 AM 8:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BW SUMMIT DAVENPORT II 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 OCTOBER, A.D. 2008.



4616249 8300

081068902

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: 6934706

DATE: 10-27-08