

MO8000005170

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(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

B. KOHR

NOV 25 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 803712 4305026  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 160.00

08 NOV 25 PM 2:45  
FILED  
TALLAHASSEE, FLORIDA

ORDER DATE : November 24, 2008  
ORDER TIME : 3:58 PM  
ORDER NO. : 803712-005  
CUSTOMER NO: 4305026

FOREIGN FILINGS

NAME: REIT MANAGEMENT & RESEARCH LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

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

**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. Reit Management & Research LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "L.L.C.")

(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," "LLC," "L.L.C.")

2. Delaware

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

3. \_\_\_\_\_  
(FEI number, if applicable)

4. 9/27/2001

(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. 400 Centre Street

Newton, MA 02458

(Street Address of Principal Office)

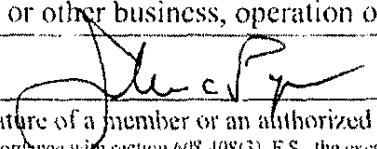
8. If limited liability company is a manager-managed company, check here ☒

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

See Attachment 1.

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 an advisory,  
management, service or other business, operation or activity.

  
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.)

John C. Popeo, Authorized Person

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:

Reit Management & Research 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

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: 

(Signature)

**Sue G. Knight  
as its agent**

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

**Attachment 1**

Barry M. Portnoy  
Adam D. Portnoy  
Gerard M. Martin  
David J. Hegarty

400 Centre Street, Newton, MA 02458  
400 Centre Street, Newton, MA 02458  
400 Centre Street, Newton, MA 02458  
400 Centre Street, Newton, MA 02458

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REIT MANAGEMENT & RESEARCH 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-FOURTH DAY OF NOVEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "REIT MANAGEMENT & RESEARCH LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2001.

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

3440943 8300

081141681

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: 6985476

DATE: 11-24-08