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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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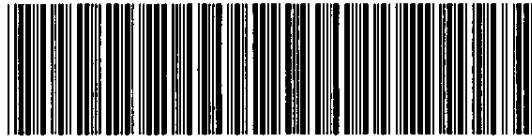
(Business Entity Name)

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STATE
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TALLAHASSEE, FLORIDA

FILED
08 DEC 31 AM 8: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JAN - 5 2009

EXAMINER



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 845572 7454283

AUTHORIZATION :

COST LIMIT : \$1,263.75

ORDER DATE : December 31, 2008

ORDER TIME : 2:57 PM

ORDER NO. : 845572-010

CUSTOMER NO: 7454283

FILED
08 DEC 31 AM 8:15
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: HAWK'S CAY PROJECT MANAGER,
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: Joyce Markley -- EXT# 2930

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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Hawk's Cay Project Manager, 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. 36-4613559

(FEI number, if applicable)

4. June 12, 2007

(Date of Organization)

5. 2056

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

6. August 7, 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, TX 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:

BH/NV Hawk's Cay Property Holdings, LLC, c/o Behringer Harvard Hawk's
Cay, LLC

15601 Dallas Parkway, Suite 600, Addison, TX 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: See attached.

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.)

ROBERT ARJEN

Typed or printed name of signee

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Attachment to Florida Application

The purpose of the Company is to manage, operate and otherwise deal with the construction and renovation of the Villas at the Hawk's Cay Resort and Marina and to engage in any lawful act or activity permitted for the accomplishment of the foregoing purposes, including entering into loan or refinancing documents.

**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:

HAWK'S CAY PROJECT MANAGER, 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: Joyce L. Markley

(Signature)

Joyce L. Markley
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)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HAWK'S CAY PROJECT MANAGER, 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 THIRTY-FIRST DAY OF DECEMBER, 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 "HAWK'S CAY PROJECT MANAGER, LLC" WAS FORMED ON THE TWELFTH DAY OF JUNE, A.D. 2007.

4369590 8300

081242051

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7054589

DATE: 12-31-08