

From:

Division of Corporations

09/07/2009 12:42

1238 001/004

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Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Bayview Capital GP IIb, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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EXAMINER

From:

09/03/2009 16:43

#238 P.002/004

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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. Bayview Capital GP 11b, LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

4. August 31, 2009 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to
exist or "perpetual")

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

7. 4425 Ponce de Leon Blvd., 4th Floor
Coral Gables, FL 33146
(Street Address of Principal Office)

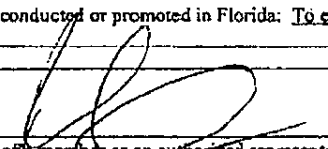
8. If limited liability company is a manager-managed company, check here ☐

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

David Ertel, Manager, 4425 Ponce de Leon Blvd., 4th Floor, Coral Gables, FL 33164

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 activity in which limited liability companies may engage.


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.)

Brian E. Bomstein, as Authorized Person
Typed or printed name of signer

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09/03/2009 16:43

#238 P.003/004

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**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:

BAYVIEW CAPITAL GP IIb, LLC

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

Brian E. Bomstein

(Name)

4425 Ponce de Leon Boulevard, 4th Floor

Florida Street Address (P.O. Box NOT acceptable)

Coral Gables, Florida 33146

City/State/Zip

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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.

By: 

Brian E. Bomstein

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

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From:

09/03/2009 16:43

#238 P.004/004

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYVIEW CAPITAL GP IIB, 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 SECOND DAY OF SEPTEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAYVIEW CAPITAL GP IIB, LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

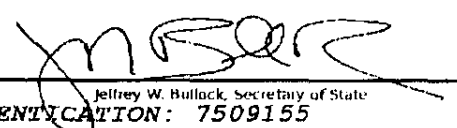
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7509155

DATE: 09-02-09

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