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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

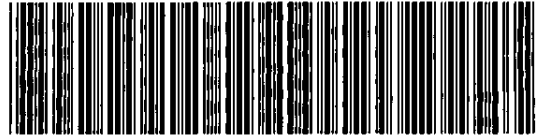
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAR 23 PM 2:44

W20-6059

~~SECRET~~ MAR 25 2010



Opening doors to the future™

March 22, 2010

Via Overnight Delivery

Ms. Karen Buyer
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Continental 146 Fund LLC
Application by Foreign Limited Liability Company for Authorization to Transact Business

Dear Ms. Buyer:

Matt White of Morrison & Foerster LLP in Denver spoke with you in February about the reinstatement of this entity in Florida. I apologize for the delay; however, I just received the original Certificate of Status today in the mail from Wisconsin.

Enclosed for filing is an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, a check to cover the filing fee, designation of Registered Agent and Certificate of Status.

If you have questions or need additional information, please call me at (804) 290-4728.

Thank you so much for your assistance.

Very truly yours,

Dianne C. Dementi
Assistant Secretary and Corporate Paralegal

Enclosures

5620 Cox Road, Suite 200
Glen Allen, VA 23060

Tel: 804.290.4700
Fax: 804.343.1912

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Continental 146 Fund 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:

Dianne C. Dementi, Assistant Secretary
Name of Person

UDR, Inc.
Firm/Company

5620 Cox Road, Suite 200
Address

Glen Allen, VA 23060
City/State and Zip Code

ddementi@udr.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dianne C. Dementi at (804) 290-4728
Name of Person Area Code & Daytime Telephone Number

MAILING ADDRESS:
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:
Division of Corporations
Registration Section
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. Continental 146 Fund 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. Wisconsin ✓ 3. 75-3077127
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. 08/01/2002 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease exist or "perpetual")

6. 07/24/2003 under 003000002721
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 1745 Shea Center Drive, Suite 200, Highlands Ranch, CO 80129

(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:

UDR California Properties, LLC

1745 Shea Center Drive, Suite 200, Highlands Ranch, CO 80129

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 ownership
and management

Dianne C Dementi

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.)

Dianne C. Dementi, Assistant Secretary of signing entity

Typed or printed name of signee

10/16/23 PM 2:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**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:

Continental 146 Fund LLC

If unavailable, the alternate to be used in the state of Florida is:

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

1200 South Pine Island Road

(Name)

C T Corporation System

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

Plantation, FL 33324

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.

James Martin
Assistant Secretary

(Signature)

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

10 MAR 23 PM 2:46
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOM
180 181 185
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United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Present Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions do hereby certify that

CONTINENTAL 146 FUND LLC

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is August 1, 2002.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622, 181.0120 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on March 16, 2010.



A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: A handwritten signature in black ink, appearing to read "Patricia Weber".

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.