

06/15/2010 15:15 FAX

Division of Corporations

0001/008

Page 1 of 1

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H10000140267 3)))



H100001402673ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850)617-6383

From: Account Name : ARNSTEIN & LEHR LLP  
Account Number : I20060000021  
Phone : (561)833-9800  
Fax Number : (561)655-5551

FILED  
10 JUN 15 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

RECEIVED  
10 JUN 15 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
BTI BLUEGATE FTCF, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$55.00

G. MCLEOD  
JUN 16 2010  
EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

(((HT0000140267 3)))

**ARTICLES OF CORRECTION  
FOR  
FLORIDA OR FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to section 605.4115, F.S., this document is being submitted within the required 30 Business Days to correct the attached articles of organization or application to transact business in Florida.

**FIRST:** The name of the limited liability company is:  
BTI BLUEGATE FTCE, LLC

**SECOND:** The articles of organization or the application to transact business

**(CHECK THE APPROPRIATE BOX AND COMPLETE THE APPLICABLE STATEMENT)**

- ☒ Contains an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:  
The MGRM's that were named in the Application to Transact Business were for  
the incorrect entity and the statement should be stricken and corrected to read as  
follows: "The MANAGER is: BTI BlueGate Florida Real Estate Tax Certificate  
Venture, L.P., 201 Alhambra Circle, Suite 801, Coral Gables, FL 33184."

**OR**

- ☐ Was defectively signed. The manner in which the document was defectively signed and the appropriate correction are as follows:

Date: June 1 2010

  
Signature of a member or authorized representative of a member

DANIEL L. SACHS, VICE PRESIDENT  
Typed or printed name of signer

10 JUN 15 AM 8:57  
SECRETARY OF STATE  
ALLAHUSSEIN FLORIDA

FILED

(((HT0000140267 3)))

000000000000

Filing Fee: \$25.00  
Certified Copy: \$30.00 (optional)

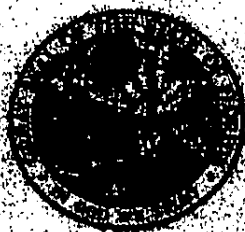
((H0000140267 3))



I certify the attached is a true and correct copy of the application by BTI BLUEGATE FICF, LLC, a Delaware limited liability company, authorized to transact business within the state of Florida on May 17, 2010, as shown by the records of this office.

The document number of this limited liability company is M190000221.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Eighteenth day of May, 2010



CR00000 (01-07)

*Dawn K. Roberts*  
Dawn K. Roberts  
Secretary of State

((H0000140267 3))

((H10000148267 3)))

**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. BTI BlueGate FTCF, 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. 27-2520657

(FEI number, if applicable)

4. May 6, 2010

(Date of Organization)

5. Perpetual

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

6. Upon filing

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

7. c/o BTI Developers LLC

201 Alhambra Circle, Suite 601, Coral Gables, FL 33134

(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:

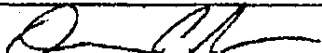
BTI Developers LLC, 201 Alhambra Circle, Suite 601, Coral Gables, FL 33134

BlueGate Partners, LLC, 1412 Broadway, Suite 2102, New York, NY 10018

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 do any and all lawful acts for which limited liability companies may be formed

  
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.)

Daniel Sachs

Typed or printed name of signer

((H10000148267 3)))

((H10000140267 3)))

# **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:

BTI BlueGate FTCE, 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: Carina L. Dunlap **Carina L. Dunlap**  
(Signature) **Asst. Vice President**

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

((H10000140267 3)))

FILED  
10 MAY 17 PM 4:29  
TALLAHASSEE, FLORIDA

((H10000140267 3)))

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BTI BLUEGATE FTCF, 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 SEVENTEENTH DAY OF MAY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BTI BLUEGATE FTCF, LLC" WAS FORMED ON THE SIXTH DAY OF MAY, A.D. 2010.

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

FILED  
10 MAY 17 PM 4:29  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4820445 8300

100516722

You may verify this certificate online  
at <http://corp.delaware.gov/certificates.html>



Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7996594

DATE: 05-17-10

((H10000140267 3)))