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Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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

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10 SEP 20 PM 12:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Foreign Limited Liability Company
Cole RC Sarasota FL, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$125.00

C. LEWIS

SEP 20 2010

EXAMINER

FILED
2010 SEP 20 AM 9:42
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cole RC Sarasota FL, 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:

Kathi Simens, CP
Name of Person

Cole RC Sarasota FL, LLC, c/o Cole Real Estate Investments
Firm/Company

2555 E. Camelback Road, Suite 400
Address

Phoenix, AZ, 85016
City/State and Zip Code

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

For further information concerning this matter, please call:

Kathi Simens at (602) 778-8746
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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. Cole REIT Advisors II, 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 3. 20-1676647
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. September 13, 2010 5. Perpetual
(Date of Organization) (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. 2555 E. Camelback Road, Suite 400
Phoenix, AZ, 85016
(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:

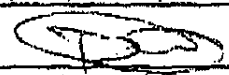
Cole REIT Advisors II, LLC

2555 E. Camelback Road, Suite 400

Phoenix, AZ, 85016

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: Any lawful business or activity
for which limited liability companies may be organized under the Florida Limited Liability Company Act


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.)

Todd J. Weiss, Senior Vice President of Cole REIT Advisors II, LLC, manager

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
2010 SEP 20 AM 9:42

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:

Cole RC Sarasota FL, 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:

C T Corporation System
(Name)

1200 South Pine Island Road
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.

C T Corporation System

By:

Connie Bryan
(Signature)

Connie Bryan
Assistant Secretary

\$ 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

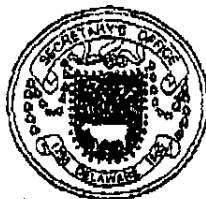
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLE RC SARASOTA FL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF SEPTEMBER, A.D. 2010.

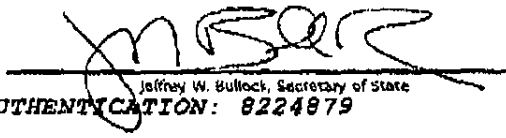
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4871218 8300

100904389

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8224879

DATE: 09-14-10

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "COLE RC SARASOTA FL, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2010, AT 7:29 O'CLOCK P.M.



4871218 8100

100904389

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8224878

DATE: 09-14-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:31 PM 09/13/2010
FILED 07:29 PM 09/13/2010
SRV 100904389 - 4871218 FILE

CERTIFICATE OF FORMATION
OF
COLE RC SARASOTA FL, LLC

1. Name. The name of the limited liability company is Cole RC Sarasota FL, LLC (the "Company").
2. Registered Office and Agent. The address of the registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, DE 19801. The name of its Registered Agent at such address is The Corporation Trust Company.
3. Management. Management of the Company is vested in a Manager.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Cole RC Sarasota FL, LLC this 13th day of September, 2010.



Todd J. Weiss
Authorized Person