

# MI 000001781

Florida Department of State  
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Division of Corporations  
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Account Number : FCA000000023  
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Foreign Limited Liability Company  
Florida Orlando Carlyle LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$125.00

T. CLINE  
APR 11 2011  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Florida Orlando Carlyle 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:

Stephanie Briggs  
Name of Person

Aspen Square Management, Inc.  
Firm/Company

380 Union Street, Suite 300  
Address

West Springfield, MA 01089  
City/State and Zip Code

stephanie\_briggs@aspensquare.com  
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Stephanie briggs at ( 413 ) 439-6380  
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. Florida Orlando Carlyle 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. 45-1501890  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. April 6, 2011 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. 380 Union Street, Suite 300  
West Springfield, MA 01089  
(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:

Nepesa Manager LLC  
380 Union Street, Suite 300  
West Springfield, MA 01089

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 Exhibit A

attached hereto

FLORIDA ORLANDO CARLYLE LLC, BY NEPESA MANAGER LLC, ITS MANAGER

Jeffrey M Strode John Harrelson  
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.)

Jeffrey M Strode John Harrelson, Assistant Vice President  
Assistant Vice President or printed name of signee

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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:

Florida Orlando Carlyle 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)

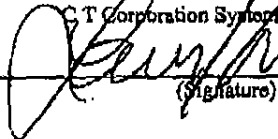
Plantation FL 33324  
City/State/Zip

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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:   
(Signature)

**Lauren H. Kreatz  
Special 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)

## EXHIBIT A

Purposes. The Company is organized for the purpose of transacting the following business and carrying on the following activities: (i) acquiring, developing, constructing, improving, financing, mortgaging, holding, owning, operating, leasing and selling, exchanging or otherwise disposing of property, and (ii) engaging in any other lawful activities in which limited liability companies are permitted to engage and exercising any and all powers and rights conferred upon or permitted to be engaged in or exercised by limited liability companies organized under the laws of the State of Delaware and the State of Florida.

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TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA ORLANDO CARLYLE 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 EIGHTH DAY OF APRIL, A.D. 2011.

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

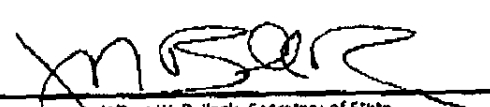
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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8680563

DATE: 04-08-11