

M11000002086

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 19, 2011

MARIA ROTHER
FIFTH THIRD BANK
38 FOUNTAIN SQUARE PLAZA, MD#10AT76
CINCINNATI, OH 45263

SUBJECT: WALNUT & VINE PROPERTIES II, LLC
Ref. Number: W11000021952

We have received your document for WALNUT & VINE PROPERTIES II, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of existence must be issued within the last 90 days by the Secretary of State which has custody of the records in the jurisdiction under the laws of which the above listed entity is incorporated/organized.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Jeraline Saulsberry
Regulatory Specialist II

Letter Number: 411A00009513

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DIVISION OF CORPORATIONS
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Walnut & Vine Properties II, 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:

Maria Rother
Name of Person

Fifth Third Bank
Firm/Company

38 Fountain Square Plaza, MD # 10AT76
Address

Cincinnati, Ohio 45263
City/State and Zip Code

maria.rother@53.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:

Maria Rother at (513) 534-4500
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 TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Walnut & Vine Properties 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 (Jurisdiction under the law of which foreign limited liability company is organized)
3. 31-0676865 (FEI number, if applicable)

4. 09/22/2009 (Date of Organization)
5. Perpetual (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. 38 Fountain Square Plaza Cincinnati, Ohio 45263 (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:

- Paul Irwin, President, 38 Fountain Square Plaza, Cincinnati, Ohio 45263
Dan Poston, Chief Financial Officer, 38 Fountain Square Plaza, Cincinnati, Ohio 45263
Paul L. Reynolds, Secretary, 38 Fountain Square Plaza, Cincinnati, Ohio 45263

* please see attached

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 activity

Erica R. Kojetin
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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Erica R. Kojetin, Assistant Secretary
Typed or printed name of signee

2011 APR 26 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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:

Walnut & Vine Properties II, 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:

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

Jacqueline N. Casper, Assistant VP

By: Jacqueline N. Casper

(Signature)

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Officers of Walnut & Vine Properties II, LLC

Paul Irwin	President
Dan Poston	Chief Financial Officer
Mahesh Sankaran	Treasurer
Paul L. Reynolds	Secretary
John Hein	Senior Vice President
Robert Janning	Senior Vice President
Gen Nentin	Senior Vice President
Neil Prendergast	Senior Vice President
Douglas Ward	Senior Vice President
Eric Ammon	Vice President
Brad Boersma	Vice President
Ken Herrmann	Vice President
Brandon Kaznowski	Vice President
Martin Kearney	Vice President
Matthew Kirchner	Vice President
Charles Krawitz	Vice President
Clyde Measey	Vice President
Christopher Reibold	Vice President
Steve Taglione	Vice President
Jonathan Willems	Vice President
Bridget Ziegler	Vice President
Maryellen Estes	Assistant Vice President
Yakhin Israel	Assistant Vice President
Lisa Wilcoxson	Assistant Vice President
Jennifer Baker	Officer
Jodi Noble	Officer
James R. Hubbard	Assistant Secretary
M Michelle Knight	Assistant Secretary
Erica R. Kojetin	Assistant Secretary
David Love	Assistant Secretary
Shaun Patsy	Assistant Secretary
Lisa Rauch	Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALNUT & VINE PROPERTIES II, 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 TWENTY-SIXTH DAY OF APRIL, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WALNUT & VINE PROPERTIES II, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2009.

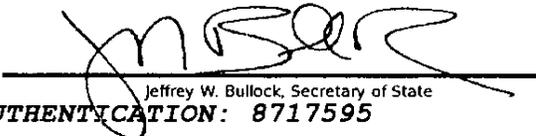
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4733577 8300

110455921

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8717595

DATE: 04-26-11