

Florida Department of State  
Division of Corporations  
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To:

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

From:

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

**\*RE-SUBMIT\***  
Please retain original filing  
date of submission 9/19

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

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

Foreign Limited Liability Company  
Harbor Town Holdings LLC

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$155.00

RECEIVED  
11 SEP 23 AM 7:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 SEP 19 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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J. SAULSBERRY  
EXAMINER

SEP 26 2011

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Harbor Town Holdings 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:

Portia Guerin

Name of Person

RRBF America L.L.C.

Firm/Company

875 North Michigan Avenue, 41st Floor

Address

Chicago, IL 60611

City/State and Zip Code

brenda.om@db.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Portia Guerin

Name of Person

at (312)

266-9300

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

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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. Harbor Town Holdings LLC  
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")  
Harbor Town at Jacaranda Holdings, 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. 45-2438618  
(FEI number, if applicable)
4. 5/19/2011  
(Date of Organization)
5. Perpetual  
(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. 875 North Michigan Avenue, 41st Floor, Chicago, IL 60611  
(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:  
Tennessee Consolidated Retirement System, c/o RREBF America L.L.C., 875 N. Michigan Ave, 41st Flr, Chgo, IL 60611  
Harbor Town Investors LLC, c/o RREBF America L.L.C., 875 N. Michigan Ave, 41st Flr, Chgo, IL 60611

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: Title-Holding Entity For Real Property

Portia Querin  
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.)

Portia Querin, Assistant Vice President

Typed 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:

Harbor Town Holdings 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:

*Rebecca Barth*

(Signature)

Assistant Secretary  
Rebecca Barth

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

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HARBOR TOWN HOLDINGS 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 NINETEENTH DAY OF SEPTEMBER, A.D. 2011.

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

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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: 9035890

DATE: 09-19-11

**RESOLUTION OF THE MANAGER OF  
HARBOR TOWN INVESTORS LLC  
SEPTEMBER 23 2011**

The undersigned, manager of Harbor Town Investors LLC (the "Company"), does hereby adopt the following resolution, pursuant to powers under Section 18-402 of the Delaware Limited Liability Company Act, as amended (the "Act"), under the Company's Limited Liability Company Agreement, dated as of September 7, 2011 (the "LLC Agreement") and under the resolutions of the Sole Member of the Company, dated as of September 7, 2011 (the "Resolutions").

WHEREAS, the member of the Company, Tennessee Consolidated Retirement System (the "Member") has appointed RREEF America L.L.C. as the manager (the "Manager") of the Company pursuant to the Resolutions; and

WHEREAS, the Company is the Managing Member of Harbor Town Holdings, LLC ("Holdings"); and

WHEREAS, the Manager desires Holdings to transact business in the State of Florida as Harbor Town at Jacaranda Holdings, LLC.

NOW THEREFORE BE IT RESOLVED, that Holdings shall transact business in the State of Florida as Harbor Town at Jacaranda Holdings, LLC.

\*\*\*\*\*

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The undersigned has executed this Resolution of the Manager of Harbor Town Investors LLC as of the date first written above.

RREEF AMERICA L.L.C., its Manager

By: 

Bradley J. Gries, Director

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