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To:

Division of Corporations
Fax Number : (850) 617-6233

From:

Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
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**Foreign Limited Liability Company
Southeast Multi-Family Strategies LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$125.00 |

D. BRUCE

OCT 7 2011

EXAMINER

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. Southeast Multi-Family Strategies 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. _____

(Filing number, if applicable)

4. 10/4/2011

(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. 2800 Post Oak Boulevard, Suite 4800, Houston, Texas 77056-6118

(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:

Hines Interests Limited Partnership, 2800 Post Oak Boulevard,

Suite 5000, Houston, Texas 77056-6118

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 acquire, sell,
lease, develop, manage, and invest in real property and any other
lawful business or activity under the laws of this state.

Jeanine E. Hutchens

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.)

Jeanine E. Hutchens, Senior Vice President of

Typed or printed name of signer:

Hines Holdings, Inc., general partner of Hines
Interests Limited Partnership, sole member of
Southeast Multi-Family Strategies LLC.

SECRETARY OF STATE
ALLAHASSEE, FLORIDA

11 OCT - 6 AM 9:59

FILED

**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:

Southeast Multi-Family Strategies 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:

CT 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 as 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: CT Corporation System

Howard L. Volz
(Signature)

Howard L. Volz
Asst. Secretary

\$ 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

11 OCT -6 AM 9:59

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHEAST MULTI-FAMILY STRATEGIES 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 FIFTH DAY OF OCTOBER, A.D. 2011.

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

5047432 8300

111075388

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9075535

DATE: 10-05-11