

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 SYSTEM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 DEC 30 AM 8:10

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

Address: _____

Foreign Limited Liability Company
BAYVIEW CAPITAL GP IIIB, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$125.00 |

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bayview Capital GP IIIb, 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:

Brian E. Bomstein

Name of Person

Bayview Asset Management, LLC

Firm/Company

4425 Ponce de Leon Blvd.

Address

Coral Gables, FL 33146

City/State and Zip Code

christineraymond@bayviewassetmanagement.com

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

For further information concerning this matter, please call:

Antonio Chimiento

Name of Person

at (305) 854-9880

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 TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Bayview Capital GP IIb, 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.")

Delaware

2. (Jurisdiction under the law of which foreign limited liability
company is organized)

3. 45-3516254

(FEI number, if applicable)

4. 09/27/2011

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to
exist or "perpetual")

6.

upon filing

(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 4425 Ponce de Leon Blvd., 5th Floor

Coral Gables, FL 33146

(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:

David Ertel

4425 Ponce de Leon Blvd., 5th Floor

Coral Gables, FL 33146

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: General Partner of
Bayview Opportunity Domestic IIb, L.P. and Bayview Opportunity Master
Fund IIb, L.P.

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.)

Brian E. Bomstein, Sr. Vice President

Typed or printed name of signer

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:

Bayview Capital GP IIIb, 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:
Brian E. Bomstein

(Name)

4425 Ponce de Leon Blvd.

Florida Street Address (P.O. Box NOT ACCEPTABLE)

Coral Gables, FL 33146

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.

CT Corporation System

By:

Brian E. Bomstein

(Signature)

\$ 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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TALLAHASSEE, FLORIDA

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAYVIEW CAPITAL GP IIIB, 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 DECEMBER, A.D. 2011.

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

5044179 8300

111309348

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9238896

DATE: 12-19-11