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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

From: Account Name : VCORP SERVICES, LLC  
Account Number : I20080000067  
Phone : (845) 425-0077  
Fax Number : (845) 818-3588

12 JAN -6 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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.\*\*

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

Foreign Limited Liability Company  
BC MS Investor LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$768.75

130.00

B. BOSTICK  
JAN - 9 2012  
EXAMINER

Please note the incorrect year was inputted when creating cover sheet. LLC has not yet transacted business in Florida as it was formed 1/5/2012.

Electronic Filing Menu Corporate Filing Menu Help

Please credit back the difference to our account once filing has been processed.

**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. BC MS Investors 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. Georgia**

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

**3. 45-4183386**

(FEI number, if applicable)

**4. January 5, 2012**

(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. 1430 Broadway Suite 1605**

**New York, NY 10018**

(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:**

**The Nightingale Group**

**1430 Broadway Suite 1605**

**New York, NY 10018**

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:**

**Real Estate**

  
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.)

**Elle Schwartz, Managing Member of The Nightingale Group**

Typed or printed name of signee

FILED  
12 JAN -6 AM 8:23  
TALLAHASSEE, FLORIDA

**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:

BC MS Investors 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:

Vcorp Services, LLC

(Name)

5011 South State Road 7, Suite 106

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

Davie

FL 33314

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.*



(Signature)

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

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

12 JAN -6 AM 8:28

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Control No. 12001389

# STATE OF GEORGIA

## Secretary of State

Corporations Division  
313 West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530

### CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

#### BC MS INVESTORS LLC

##### Domestic Limited Liability Company

was formed or was authorized to transact business on 01/05/2012 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and  
the State of Georgia on 6th day of January, 2012

Brian P. Kemp  
Secretary of State

STATE OF GEORGIA  
TALLAHASSEE, FLORIDA

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