

M120000001055

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

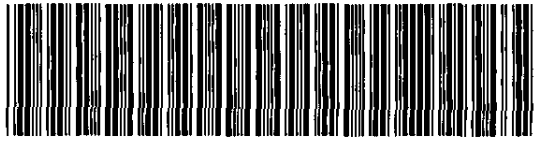
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer: *160.00*  
*Walt Lu*

Office Use Only



700215669257

RECEIVED  
DEPARTMENT OF STATE  
12 FEB 14 AM 10:53

FILED  
2012 FEB 14 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

FEB 27 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 094883 7528092

AUTHORIZATION :

*Spud Cleman*

COST LIMIT : \$ 160.00

ORDER DATE : February 13, 2012

ORDER TIME : 8:44 AM

ORDER NO. : 094883-005

CUSTOMER NO: 7528092

**RESUBMIT**

Please give original submission date as file date.

FOREIGN FILINGS

NAME: BW LOAN HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Becky Peirce -- EXT# 2919

EXAMINER: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 FEB 14 AM 8:04

FILED

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: BW Loan 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:

Marc Porosoff  
Name of Person

Westport Capital Partners, LLC  
Firm/Company

40 Danbury Road  
Address

Wilton, CT 06897  
City/State and Zip Code

mporosoff@westportcp.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marian Presti at ( 203 ) 429-8601  
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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2012 FEB 14 AM 8:04  
FILED

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. BW Loan Holdings, 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. 61-1660924 (FEI number, if applicable)

4. September 21, 2011 (Date of Organization) 5. perpetual (Duration: Year limited liability company will exist or "perpetual")

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

7. 40 Danbury Road, Wilton, CT 06897 (Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here [X]

9. The name and usual business addresses of the managing members or managers are as follows: WCP Real Estate Fund II(A), L.P. (MGRM) 40 Danbury Road, Wilton CT 06897 WCP Real Estate Fund II(B), L.P. (MGRM) 40 Danbury Road, Wilton, CT 06897 WCP Real Estate Fund III, L.P. (MGRM) 40 Danbury Road, Wilton, CT 06897

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 engage in any lawful act or activity for which a limited liability company may be authorized under Florida law

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.)

Marc Porosoff Typed or printed name of signee

FILED 2012 FEB 14 AM 8:04 SECRETARY OF STATE 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:

BW LOAN 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:

Corporation Service Company  
(Name)

1201 Hays Street  
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Tallahassee FL 32301  
City/State/Zip

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 FEB 14 AM 8:04

FILED

*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  
By: Becky Peirce (Signature) Becky Peirce  
Asst. Vice President

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

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BW LOAN 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 SECOND DAY OF FEBRUARY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BW LOAN HOLDINGS, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2011.

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

FILED  
2012 FEB 14 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5041001 8300

120118388



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9339944

DATE: 02-02-12