

M12000001790

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

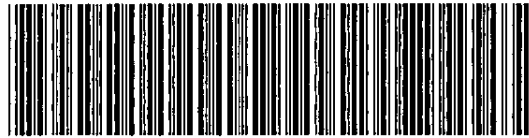
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Ballard Spahr LLP

300 East Lombard Street, 18th Floor
Baltimore, MD 21202-3268
TEL 410.528.5600
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Robert C. Darrell
Legal Assistant
Direct: 410.528.5534
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darrellr@ballardspahr.com

March 28, 2012

By Federal Express

Florida Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Beech Street Capital, LLC

Dear Clerk:

I enclose an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with respect to the above-referenced foreign limited liability company which I would appreciate your filing among the records of the Florida Department of State. I would also appreciate your returning to me a letter of acknowledgement, together with a certified copy of the filed Application and a certificate of status at your earliest convenience.

Also enclosed is a check made payable to the Florida Department of State in the amount of \$160 to cover the filing fee, certified copy fee and certificate of status fee.

Also enclosed is a copy of the Application, which I would appreciate your stamping with the date filed and returning to me in the enclosed, self-addressed stamped envelope.

Thank you for your assistance. Please contact me if you have any questions or need any further information.

Sincerely,



Robert C. Darrell
Legal Assistant

RCD/
Enclosures

cc: Allan R. Winn, Esquire

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BEECH STREET CAPITAL, LLC

**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. The name of the foreign limited liability company (the "Company") is:

Beech Street Capital, LLC

2. The State of Formation is: **Delaware** 3. The FEI Number is: **27-0882098**

4. Date of Organization: **September 4, 2009** 5. Duration: **Perpetual**

6. The Company has not transacted business in Florida prior to this registration.

7. Principal Office Address: **7600 Wisconsin Avenue, Suite 800
Bethesda, Maryland 20814**

Current Mailing Address: **7600 Wisconsin Avenue, Suite 800
Bethesda, Maryland 20814**

8. If the Company is a manager-managed company, check here: ☒

9. The names and usual business addresses of the managing members or managers are as follows:

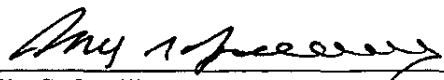
Alan Fishman, One Battery Park Plaza, 26th Floor, New York, New York 10004
J. Jay Lobell, One Battery Park Plaza, 26th Floor, New York, New York 10004
Grace A. Huebscher, 7600 Wisconsin Avenue, Suite 800, Bethesda, Maryland 20814

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.
11. Nature of business or purpose to be conducted or promoted in Florida is to act as a mortgage lender and to otherwise originate, acquire, dispose of, finance, refinance and otherwise deal, directly or indirectly, in commercial real estate loans and interests and multifamily mortgage transactions, including as a in the multifamily programs of Fannie Mae, Freddie Mac and the United States Department of Housing and Urban Development ("HUD") and other programs of government sponsored entities and HUD, and to engage in and perform any activities or functions which may lawfully be performed by a foreign limited liability company registered under the Florida Limited Liability Company Act only upon the approval of the Board of Managers.

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DIVISION OF CORPORATIONS
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**AUTHORIZED REPRESENTATIVE OF
THE MEMBERS:**

Signed this 28 day of March, 2012.


Philip S. Spellberg

In accordance with Section 608.408(3), Florida Statutes, the execution of this Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida 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 documents to the Department of State constitutes a third degree felony as provided in section 817.155, Florida Statutes

[SIGNATURE PAGE TO APPLICATION BY FOREIGN LIMITED LIABILITY
COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA]

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BEECH STREET CAPITAL, 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 TWENTY-FIRST DAY OF MARCH, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4720077 8300

120335177

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9445823

DATE: 03-21-12

**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:

Beech Street Capital, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Registered Agent Statement

Having been named as registered agent and to accept service of process for Beech Street Capital, LLC, a Delaware limited liability company, at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

C T Corporation System

By: 

Name: BONNIE A. SCHAFFMAN

Title: ASSISTANT SECRETARY