

M12 000002171

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

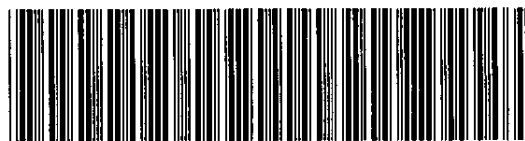
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only

B. KOHR  
MAY 11 2012  
EXAMINER



400234755574

05/11/12--01001--014 \*\*25.00

RECEIVED

12 MAY 10 PM 4:35

DEPARTMENT OF STATE  
DIVISION OF CONSULAR AFFAIRS  
MAIL ROOM/RECEIVING

RECEIVED  
DIVISION OF CONSULAR AFFAIRS  
MAY 11 2012

12 MAY 10 PM 3:23

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** KATIE WONSCH

**DATE:** 05/10/2012

**REF. #:** 000852.166318

**CORP. NAME:** CJUF III FLAGLER LLC

FILED  
CLERK OF COURT  
12 MAY 10 PM 3:29

- |   |   |  |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION                        | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                                    | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                            | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                                    | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION                      |   |  |
| <input checked="" type="checkbox"/> OTHER: AFFIDAVIT TO CHANGE MANAGER(S) |   |  |

**STATE FEES PREPAID WITH CHECK# 544379 FOR \$ 25.00**

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: CJUF III FLAGLER LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed Affidavit by Foreign Limited Liability Company to Change Manager(s) or Managing Member(s) and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edward D. Schmitt

Name of Person

CJUF III Flagler LLC

Firm/Company

2000 Avenue of the Stars, 11th. Floor

Address

Los Angeles, CA 90067

City/State and Zip Code

eschmitt@cjuf.com

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

For further information concerning this matter, please call:

Edward D. Schmitt

Name of Person

at ( 310 )

272-1544

Area Code and Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &  
Certificate of Status

☒ \$55.00 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy

CR2E123(8/07)

RECEIVED  
DIVISION OF CORPORATIONS  
12 MAY 10 PM 3:24

**AFFIDAVIT BY FOREIGN LIMITED LIABILITY COMPANY  
TO CHANGE MANAGER(S) OR MANAGING MEMBER(S)**

FILED  
CLERK OF COURT  
12 MAY 10 PM 3:24

1. The name of the limited liability company as it appears on the records of the Florida Department of State is: CJUF III FLAGLER LLC
2. This entity was formed under the laws of: Delaware
3. This entity was authorized to transact business in Florida on April 18, 2012  
and its Florida document/registration number is M12000002171
4. The name and address of each manager or managing member is as follows:

Title:

Name and Address:

~~"MGR" = Manager~~

~~"MGRM" = Managing Member~~

MBR = Member

CJUF III Flagler Member LLC  
2000 Avenue of the Stars, 11th Floor  
Los Angeles, CA 90067

MBR = Member

HM Six Member LLC  
2286 Northeast 123rd Street  
North Miami, FL 33181

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Required Signature: See attached signature page  
Signature of Manager, Managing Member or Member

Filing Fee: \$25

Signature page to that certain Affidavit by Foreign Limited Liability Company to Change Manager(s) or Managing Member(s) by CJUF III Flagler Member LLC and HM Six Member LLC, collectively "Members".

**MEMBERS:**

**CJUF III FLAGLER MEMBER LLC,**  
a Delaware limited liability company

By Canyon-Johnson Urban Fund III, L.P.,  
a Delaware limited partnership,  
its sole member

By: Canyon-Johnson Realty Advisors III LLC,  
a Delaware limited liability company,  
its General Partner

By:   
Name: K. Robert Turner  
Title: Managing Partner

**HM SIX MEMBER LLC,**  
a Florida limited liability company

By: HM Six, LLC,  
a Florida limited liability company,  
as Manager

By:   
Name: Eric Sheppard  
Title: Manager