

M12000003256

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

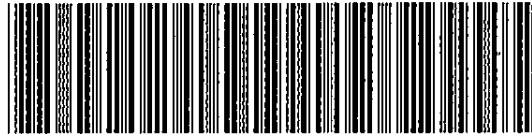
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W12-30442

Office Use Only

B. KOHR
JUN 11 2012
EXAMINER



300235048523

05/25/12--01028--006 **160.00

12 MAY 25 AM 10:53

James D. Palermo
General Counsel and Executive Vice President

May 23, 2012



VIA FEDERAL EXPRESS

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

Re: DOF II – Tallahassee Hotel, LLC

Gentlemen:

Pursuant to §608.503(1), Florida Statutes, enclosed please find the following:

1. Application of DOF II – Tallahassee Hotel, LLC, a Delaware limited liability company, for authorization to transact business in Florida.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Original Certificate of Existence, pertaining to DOF II – Tallahassee Hotel, LLC, issued by the Delaware Secretary of State on May 23, 2012.
4. Check, in the amount of \$160.00, in payment for the filing fee, designation of Registered Agent fee, and for the return to my attention of a certified copy and Certificate of Status.

Very truly yours,



JAMES D. PALERMO

JDP/S
Enclosures (4)

12 MAY 25 AM 10:53



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 4, 2012

JAMES D. PALERMO
15436 N. FLORIDA AVENUE, STE. 200
TAMPA, FL 33613

SUBJECT: DOF II - TALLAHASSEE HOTEL, LLC
Ref. Number: W12000030442

12 MAY 25 4:10:53
RECEIVED
FILING
SECTION

We have received your document for DOF II - TALLAHASSEE HOTEL, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must submit a copy of the written consent of the managers or managing members adopting the alternate name for Florida. For your convenience, we are enclosing a fill-in-the-blank form for you to complete and return to our office for processing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Leslie Sellers
Regulatory Specialist II

Letter Number: 112A00015828

James D. Palermo
General Counsel and Executive Vice President



June 11, 2012

VIA FACSIMILE – 850-245-6030

Ms. Leslie Sellers
Department of State
Division of Corporations
2661 Executive Center Drive
Tallahassee, Florida 32301

Re: DOF II – Tallahassee Hotel, LLC
L12000054554
W12000030442

Dear Ms. Sellers:

On April 23, 2012, I organized DOF II – Tallahassee Hotel, LLC as a Florida limited liability company. The company was formed for the purpose of purchasing a hotel in Tallahassee.

Subsequent to the organization of DOF II – Tallahassee Hotel, LLC in Florida, our lender issued a commitment for an \$11,500,000 loan. One of the conditions in the commitment required the borrower to be a single purpose entity which was formed in the State of Delaware. Accordingly, on May 23, 2012, I formed DOF II – Tallahassee Hotel, LLC in Delaware and, also, filed Articles of Dissolution for the Florida entity with your office.

On May 25, 2012, I filed an Application for the Delaware entity to conduct business in the State of Florida. This Application was rejected by the Division.

I called the Division this morning and was advised that I should contact you and confirm that my client had no intention of filing Articles of Revocation of Dissolution for the Florida entity. Accordingly, please accept this letter as my confirmation that Articles of Revocation of Dissolution for DOF II – Tallahassee Hotel, LLC (L12000054554) will not be filed.

The rejection of the Application for the Delaware entity to conduct business in the State of Florida has caused our lender to put our loan on hold until such time as the borrower is qualified to conduct business in the State of Florida.



Ms. Leslie Sellers
June 11, 2012
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I trust that the foregoing information is sufficient for you to reverse the rejection of the Application of DOF II - Tallahassee Hotel, LLC to conduct business in the State of Florida and to approve same.

If you need any further information or documentation in order to approve my request, please feel free to call me. Also, if the Application is approved, would you please either e-mail or fax a copy of the Certificate of Status to me so that I can deliver it to our lender.

Thank you for your cooperation.

Very truly yours,



JAMES D. PALERMO

JDP/ms

12 MAY 25 AM 10:53
FBI - TAMPA
RECEIVED

**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. DOF II - Tallahassee Hotel, 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. Applied for

(FEI number, if applicable)

4. May 23, 2012

(Date of Organization)

5. Perpetual

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

6. _____

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

7. 15436 North Florida Avenue, Suite 200

Tampa, FL 33613

(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:

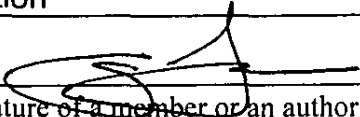
DeBartolo Opportunity Fund II, L. P., a Delaware limited partnership

15436 North Florida Avenue - Suite 200, Tampa, FL 33613

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 Acquisition


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.)

James D. Palermo

Typed or printed name of signee

**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:

DOF II - Tallahassee Hotel, 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:

James D. Palermo

(Name)

15436 North Florida Avenue, Suite 200


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

Tampa

FL 33613

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)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DOF II - TALLAHASSEE HOTEL, 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-THIRD DAY OF MAY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DOF II - TALLAHASSEE HOTEL, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF MAY, A.D. 2012.

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

5158885 8300

120618385

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9592796

DATE: 05-23-12