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

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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Foreign Limited Liability Company  
Spirit SPE Portfolio 2012-3, LLC

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$130.00

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Help J. BRYAN

AUG 21 2012

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TALLAHASSEE, FLORIDA

RECEIVED  
12 AUG 20 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Spirit SPE Portfolio 2012-3, 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:

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

crystal.mckenzie@wolterskluwer.com  
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
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

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  
TRANSACTION 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. Spirit SPE Portfolio 2012-3, 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 3. 90-0874661  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. July 26, 2012 5. Perpetual  
(Date of Organization) (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. 14631 N. Scottsdale Road, Suite 200, Scottsdale, AZ 85254  
(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:  
Spirit Finance Acquisitions, LLC, Member, 14631 N. Scottsdale Road, Suite 200, Scottsdale, AZ 85254

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: See Attachment

Spirit Finance Acquisitions, LLC, Member  
By: [Signature]  
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.)

Joni G. BARRETT  
Typed or printed name of signee

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 2012 AUG 20 AM 11:59  
 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:

Spirit SPE Portfolio 2012-3, 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:

CT Corporation System

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

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.*

By: James M. Halpin  
*James M. Halpin*  
CT Corporation System Assistant Secretary  
(Signature)

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

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ATTACHMENT  
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION  
TO TRANSACT BUSINESS IN FLORIDA  
SPIRIT SPE PORTFOLIO 2012-3, LLC

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TALLAHASSEE, FLORIDA

11. Nature of business or purposes to be promoted to be promoted in Florida:

The nature of the business or purposes of the Company shall be to engage exclusively in the following business and financial activities, in accordance with the provisions and restrictions of the Limited Liability Company Agreement of the Company (the "Agreement"):

(a) to acquire, own, hold, operate, lease, sell, pledge, transfer, convey, dispose of, assign, borrow money against, finance, refinance or otherwise deal with the SPE Property and obligations primarily secured by the SPE Property;

(b) to acquire, own, hold, operate, lease, sell, pledge, transfer, convey, dispose of, assign, borrow money against, finance, refinance or otherwise deal with, publicly or privately and whether with unrelated third parties or with affiliated Persons, interests in equipment to be used on or in connection with the SPE Property and any related assets;

(c) to enter into any agreement that provides for the administration, servicing and collection of amounts due on any properties described herein; provided that the obligations of the Company under any such agreement shall be limited to obligations to pay reasonable fees for services; and

(d) to engage in any lawful act or activity and to exercise any powers permitted to limited liability companies organized under the Delaware Limited Liability Company Act and which are permitted under the Florida Limited Liability Company Act; provided that such act, activity or power is incidental to and necessary, suitable or convenient for the accomplishment of the purposes specified in clauses (a) through (c) above; and provided further that the Company shall not engage in any business or activity other than in connection with or relating to the activities described above.

"SPE Property" means those properties identified on Exhibit A to the Agreement.

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SPIRIT SPE PORTFOLIO 2012-3, 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-SEVENTH DAY OF JULY, A.D. 2012.

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


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9740362

DATE: 07-27-12