

OCT 17 2012 5:59PM

JONES FOSTER 561 650 0435

NO. 2394 Pp. 1 of 1

M12000005825

Florida Department of State
Division of Corporations
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Foreign Limited Liability Company
WOOLBRIGHT WEKIVA LLC

Certificate of Status	0
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Page Count	06
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J. SAULSBERRY
EXAMINER

OCT 18 2012

**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. Woolbright Wekiva 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. 26-0263371

(PEI number, if applicable)

4. October 12, 2012

(Date of Organization)

5. Perpetual

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

6. October 12, 2012

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

7. 2240 N.W. 19th Street, Suite 801, Boca Raton, Florida 33431

(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:

Woolbright Wekiva Member LLC

2240 N.W. 19th Street, Suite 801

Boca Raton, Florida 33431

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 attached

Schedule "A"


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.)

Soraya Tyrivier

Typed or printed name of signer

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TALLAHASSEE, FLORIDA

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**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:

Woolbright Wekiva 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:

David J. Wiener

(Name)

2240 N.W. 19th Street, Suite 801

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

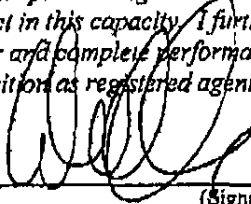
Boca Raton

FL 33431

(City/State/Zip)

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TALLAHASSEE, FLORIDA

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)

Cont'd 11 Nature of business or purposes to be conducted or promoted in Florida

Woolbright Wekiva, LLC

Schedule "A"

- (i) To acquire, own, manage and operate the shopping center known Wekiva Riverwalk located at Wekiva Springs Road and East Semoran Boulevard, Apopka, Florida, as such shopping center may now or hereafter be constituted;
- (ii) To enter into and perform obligations under the loan documents to be executed by the Company in favor of Ladder Capital Finance I, LLC, as such loan documents may be amended, restated and or assigned, from time to time, for so long as such loan documents shall be in effect;
- (iii) To refinance the above mentioned shopping center in connection with a permitted repayment of the loan evidenced and secured by the above mentioned loan documents; and
- (iv) To transact any lawful business permitted to be transacted by any limited liability companies organized under the laws of the State of Delaware that is related or incidental to and necessary, convenient or advisable for the accomplishment of the above mentioned purposes.

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TALLAHASSEE, FLORIDA

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Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "WOOLBRIGHT NEKIVA LLC" FILED IN THIS OFFICE ON THE TENTH DAY OF OCTOBER, A.D. 2012, AT 3:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWELFTH DAY OF OCTOBER, A.D. 2012, AT 12 O'CLOCK P.M.

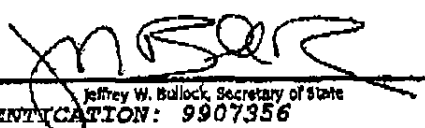
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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9907356

DATE: 10-10-12

OCT. 17. 2012 6:00PM

JONES FOSTER 561 650 0435

NO. 2394 P. 6

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:52 PM 10/10/2012
FILED 03:52 PM 10/10/2012
SRV 12118267 - 5225883 FILE

CERTIFICATE OF FORMATION

OF

WOOLBRIGHT WEKIVA LLC

This Certificate of Formation of Woolbright Wekiva LLC (the "LLC"), dated as of October 18, 2012, is being duly executed by an authorized person to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST: The name of the limited liability company is Woolbright Wekiva LLC.

SECOND: The address of the registered office of the LLC in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The name and address of the registered agent for service of process on the LLC in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

FOURTH: This Certificate of Formation shall be effective at 12:00 P.M. eastern time on Friday, October 12, 2012.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.


Name: Soraya Tyrivier
Authorized Person

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