

M120000006385

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

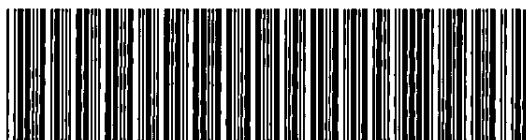
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AL. Culligan NOV 16 2012



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 423886 4312752

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 125.00

ORDER DATE : November 15, 2012

ORDER TIME : 3:22 PM

ORDER NO. : 423886-005

CUSTOMER NO: 4312752

FOREIGN FILINGS

NAME: CLEVELAND HEIGHTS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Milnes -- EXT# 52920

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CLEVELAND HEIGHTS, 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:

Patricia B. Chouinard

Name of Person

Shipman & Goodwin LLP

Firm/Company

One Constitution Plaza

Address

Hartford, CT 06103-1919

City/State and Zip Code

SE @ MELLAWYERS.COM

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

For further information concerning this matter, please call:

Patricia B. Chouinard

Name of Person

at (860)

251-5930

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 TRANSACTION BUSINESS IN THE STATE OF FLORIDA:*

1. CLEVELAND HEIGHTS, 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. 32-0391922

(FEI number, if applicable)

4. October 23, 2012

(Date of Organization)

5. Perpetual

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

6. November 26, 2012

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

7. c/o Blue Rock Partners, LLC, 9260 Bay Plaza Boulevard, Suite 501

Tampa, FL 33619

(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:

Managing Member: Cleveland Heights Associates Holdings, LLC

431 Fairway Drive, Suite 300

Deerfield Beach, FL 33441

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: ownership of real property in Lakeland, Florida.

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.)
Randy Ferreira, Manager of Bluekon at Cleveland Heights, LLC, as Manager of Bluestone Lakeland LLC, as Manager of Cleveland Heights Associates Holdings, LLC, its Sole Member

Typed or printed name of signee

FILED
12 NOV 15 AM 10:25
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:

Cleveland Heights, 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:

Mellaw Registered Agents , LLC

(Name)

2601 South Bayshore Drive, Suite #850

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

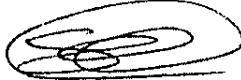
Coconut Grove

FL 33133

City/State/Zip

FILED
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SECRETARY OF STATE
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)

Mellaw

\$ 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

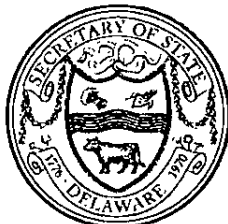
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLEVELAND HEIGHTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLEVELAND HEIGHTS, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2012.

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

5231561 8300

121230903




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9988437

DATE: 11-15-12