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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

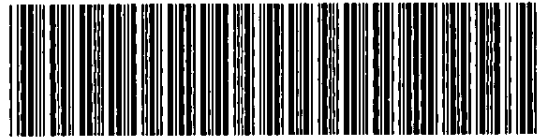
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CR2E027 (9/10)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LIV Whitepalm, 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:

Matt Benak

Name of Person

LIV Development LLC

Firm/Company

2204 Lakeshore Drive, Suite 135

Address

Birmingham, AL 35209

City/State and Zip Code

matt@livdev.com

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

For further information concerning this matter, please call:

Matt Benak

Name of Person

at (**205**) **484-2842**

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

RECEIVED
TALLAHASSEE, FLORIDA
APR - 7 PM 5:05

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT 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. LIV Whitepalm, 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. Alabama (Jurisdiction under the law of which foreign limited liability company is organized) 3. 46-2029180 (FEI number, if applicable)

4. February 15, 2013 (Date of Organization) 5. Perpetual (Duration: Year limited liability company will cease to exist or "perpetual")

6. March 8, 2013 (Date first transacted business in Florida, if prior to registration.) (See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2204 Lakeshore Drive, Suite 135 Birmingham, AL 35209 (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:

Robert B. Crumpton, III 2204 Lakeshore Drive, Suite 135 Birmingham, AL 35209

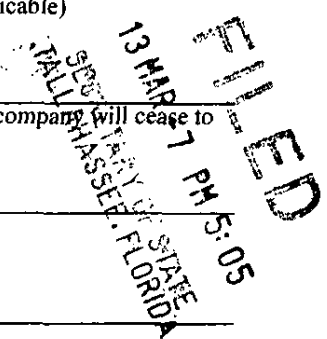
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Acquisition, development, operation, and leasing of real estate project

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.)

Robert B. Crumpton, III 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:

Please see the attached consent form.

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:

(Name)

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

FL
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)

STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

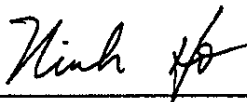
DATE: 3/5/2013

ENTITY NAME: LIV WHITEPALM, LLC

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
236 East 6th Avenue
Tallahassee, FL 32303

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in that capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statutes.



Ninh Ho, Assistant Secretary
Paracorp Incorporated

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

the entity records on file in this office disclose that LIV Whitepalm, LLC was formed in Jefferson County, Alabama on February 15, 2013. The Alabama Entity Identification number for this entity is 070-918. I further certify that the records do not disclose that said entity has been dissolved, cancelled or terminated.



20130227000002000

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

2/27/2013

Date

Beth Chapman

Beth Chapman

Secretary of State



State of Alabama
Department of Revenue

Certificate of Good Standing

LIV Whitepalm, LLC is in compliance with the Alabama business privilege tax payment and return requirements in Chapter 14A, Title 40, Code of Alabama 1975 as of the date of issuance. This certificate is valid for sixty days from the date of issuance.

*IN WITNESS WHEREOF, I hereunto set my hand this
date of March 05, 2013.*

Director, Individual and Corporate Tax Division

ATTEST:

Secretary

Business Privilege Tax

Phone: 334-353-7923

Fax: 334-242-8915

Request Date: March 04, 2013
Request Code: 1303044072386