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Butler, Sue A.

Foley & Lardner LLP.

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Division of Corporations

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Florida Department of State
Division of Corporations
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Foreign Limited Liability Company
BARNETT TOWER, LLC

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March 29, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOLEY & LARDNER OF TAMPA

SUBJECT: BARNETT TOWER, LLC
REF: W13000018156

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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.

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

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

FAX Aud. #: H13000070578
Letter Number: 613A00007415

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13 MAR 29 2013
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

AFFIDAVIT

The undersigned, being duly sworn, hereby deposes, certifies and states on oath as follows:

1. I am the Manager of Barnett Tower, LLC, a Florida limited liability company ("Barnett").
2. On March 28, 2013, Barnett filed Articles of Dissolution with the State of Florida and has no intention of revoking the dissolution and is releasing the name for use to another entity.

FURTHER AFFIANT SAYETH NOT.



Stephen L. Atkins
Manager

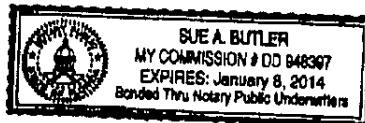
Sworn to and subscribed before me this 29th of April, 2013 by Stephen L. Atkins as Manager of Barnett Tower, LLC, a Florida limited liability company. Such person is personally known to me.



Notary Public

My Commission Expires:

(NOTARIAL SEAL)



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**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. BARNETT TOWER, LLC

(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

BARNETT TOWER I, 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. _____

(FBI number, if applicable)

4. March 22, 2013

(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. 140-B East Bay Street, Jacksonville, FL 32202

(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:

Stephen L. Atkins

140-B East Bay Street, Jacksonville, FL 32202

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 investment

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.817.135, F.S.)

Stephen L. Atkins, Authorized Representative

Typed or printed name of signee

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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:

BARNETT TOWER, LLC

If unavailable, the alternate to be used in the state of Florida is:

BARNETT TOWER I, LLC

2. The name and the Florida street address of the registered agent and office are:

F&L Corp.

(Name)

One Independent Drive, Suite 1300

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

Jacksonville

FL

32202

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.

F&L Corp.

By: 

(Signature)

Emerson M. Lotzia, Authorized Signatory

\$ 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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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BARNETT TOWER, 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-SECOND DAY OF MARCH, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BARNETT TOWER, LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF MARCH, A.D. 2013.

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

5308227 8300

130349996

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0306555

DATE: 03-22-13

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