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Foreign Limited Liability Company  
RCFL INVESTOR, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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**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. The name of the foreign limited liability company is: RCFL Investor, 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." or "LLC").
2. The foreign limited liability company was organized in (State or Jurisdiction): Delaware
3. The Federal Employer Identification Number (if applicable) of the foreign limited liability company is: 46-2951034
4. The date of organization of the foreign limited liability company is: April 5, 2013
5. The duration of the foreign limited liability company is: perpetual
6. The date the foreign limited liability company first transacted business in Florida is: Upon filing with the Florida Department of State. (if prior to registration, see Sections 608.501 & 608.502 F.S. to determine penalty liability)
7. The street address of the principal office is:

801 Brickell Avenue, PH2  
Miami, Florida 33131

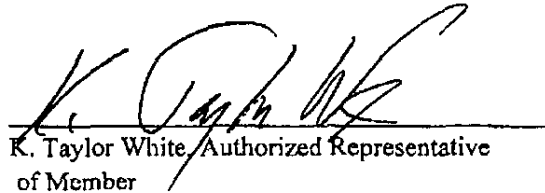
8. The foreign limited liability company is manager managed.
9. The name and usual business addresses of the managers are as follows:

RCFL HoldCo, LLC  
801 Brickell Avenue, PH2  
Miami, Florida 33131

IMRF Resorts Manager, LLC  
Three Galleria Tower, Suite 500  
13155 Noel Road  
Dallas, TX 75240

10. Nature of business or purposes to be conducted or promoted in Florida: Any and all lawful business permitted in the State of Florida.

11. 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. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted).

  
K. Taylor White, Authorized Representative  
of Member

**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.

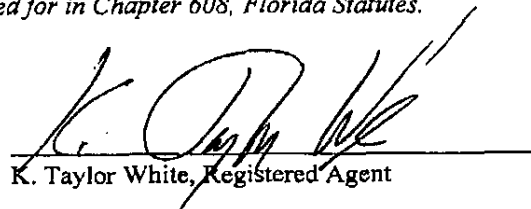
The name of the Limited Liability Company is: RCFL Investor, LLC

If unavailable, the alternate name to be used in the state of Florida is: n/a

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

K. Taylor White  
150 West Flagler Street  
Suite 2200, Museum Tower  
Miami, FL 33130

*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.*

  
K. Taylor White, Registered Agent

# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RCFL INVESTOR, 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 THIRD DAY OF JULY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RCFL INVESTOR, LLC" WAS FORMED ON THE FIFTH DAY OF APRIL, A.D. 2013.

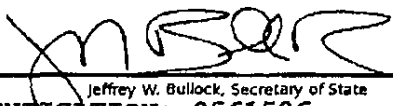
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0561526

DATE: 07-03-13