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(Requestor's Name)

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(City/State/Zip/Phone #)

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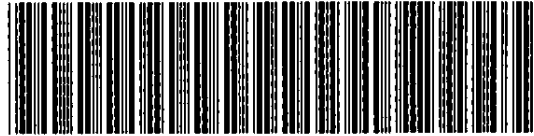
(Business Entity Name)

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SEP 13 2013
D. BUTLER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 770324 7379255

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 125.00

ORDER DATE : August 20, 2013

ORDER TIME : 5:26 PM

ORDER NO. : 770324-005

CUSTOMER NO: 7379255

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FOREIGN FILINGS

NAME: GP HOMES 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: Susie Knight -- EXT# 52956

EXAMINER: _____

O. BUTLER
SEP 13 2013

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GP Homes LLC, a Delaware limited liability company
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:

Jessica Paz Mahoney, Esq.

Name of Person

Feldman & Mahoney, P.A.

Firm/Company

19321-C U.S. Highway 19 N., Ste. 600

Address

Clearwater, FL 33764

City/State and Zip Code

llandwirth@greenpointllc.com

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

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For further information concerning this matter, please call:

Betsey Jolley

Name of Person

at 727 536-8003

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. GP Homes LLC

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

GP Homes DE 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. 80-0937991

(FBI number, if applicable)

4. June 21, 2013

(Date of Organization)

5. Perpetual

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

6. Upon qualification

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

7. 7807 Baymeadows Road East, Ste. 205

Jacksonville, FL 32256

(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:

Edward E. Burr, 7807 Baymeadows Road East, Ste. 205, Jacksonville, FL 32256

Scott L. Cox, 1602 Village Market Blvd., Ste. 200, Leesburg, VA 20175

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: Any and all lawful business.



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.)

Roger Postlethwaite, President

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:

GP Homes LLC

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

GP Homes DE LLC

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

Feldman & Mahoney, P.A.

(Name)

19321-C U.S. Highway 19 N., Ste. 600

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

Clearwater

FL

33764

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)

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**RESOLUTION OF THE
BOARD OF MANAGERS
OF
GP HOMES LLC**

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The undersigned, being the members of the Board of Managers of GP HOMES LLC, a Delaware limited liability company (the "Company"), do hereby adopt the following resolutions and approve all actions specified or contemplated herein.

WHEREAS, pursuant to the Limited Liability Operating Agreement for the Company, dated as of June 28, 2013 ("Agreement"), GreenPointe Holdings, LLC ("GPH") and IHP Capital Partners VI, LLC ("IHP") are the Members of the Company;

WHEREAS, pursuant to Section 3.1 of the Agreement, the Company's business is managed by the Board of Managers, consisting of the vote of one Authorized Representative of each of the Members;

WHEREAS, pursuant to Section 1.1 of the Agreement, GPH has appointed as its Authorized Representatives Edward E. Burr and Roger Postlethwaite, and IHP has appointed as its Authorized Representatives Douglas C. Neff, Donald S. Grant, Scott L. Cox and Brian P. McGowan;

WHEREAS, the Board of Managers convened on August 20 2013, and, among the business discussed, considered the adoption of "GP Homes DE LLC" as an alternate name for the Company for the purposes of transacting business in the State of Florida ("Company Alternate Name in FL"), as the Company name does not meet the requirements of Section 608.406, *Florida Statutes*;

WHEREAS, the Board of Managers desires to set forth such approval and authorize the officers of the Company to proceed with the adoption of the Company Alternate Name in FL;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Managers has determined it to be in the best interest of the Company to adopt the Company Alternate Name in FL as contemplated herein;

BE IT FURTHER RESOLVED, that these resolutions shall remain in effect until they are revoked in writing by the Board of Managers, and any third party may rely hereon until such third party receives notice of such revocation; and

BE IT FURTHER RESOLVED, that all capitalized terms not defined in these resolutions shall have the meanings ascribed to them in the Agreement, and that these resolutions may be executed in counterparts and by facsimile or portable document format, all of which shall be deemed originals and binding on the parties hereto.

September
Dated August 12, 2013.

GREENPOINTE HOLDINGS, LLC,
a Florida limited liability company

By: 

Edward E. Burr, CEO

IHP CAPITAL PARTNERS VI, LLC,
a Delaware limited liability company

By: 

Scott Cox, Authorized Representative

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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 "GP HOMES 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 TWENTIETH DAY OF AUGUST, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GP HOMES LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF JUNE, A.D. 2013.

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

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0677795

DATE: 08-20-13