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**Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**Foreign Limited Liability Company
ATLAS NC I SPE, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$125.00

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B. BOSTICK

FEB 28 2014

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: ATLAS NC ISFB, 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:

Katrina D. Ramey
Name of Person

Branch Banking and Trust Company
Firm/Company

200 West Second Street, 3rd Floor
Address

Winston-Salem, NC 27101
City/State and Zip Code

kramey@bbandt.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cathy Galfo at (336) 733-2426
Name of Contact Person 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
Chilton 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

2014 FEB 27 AM 11:20

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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ATLAS NC I SPB, 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. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. North Carolina 3. 26-4431281
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 200 West Second Street
Winston-Salem, NC 27101
(Street Address of Principal Office)

6. c/o Katrina D. Ramey, 200 West Second Street, 3rd Floor
Winston-Salem, NC 27101
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Managers: Larry P. Bourne, Mike Deboer, Tom Flindley, Gary A. Herring and Brian M. Nicholas
Address for all managers: 200 West Second Street, Winston-Salem, NC 27101

8. 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)

Brian M. Nicholas

Signature of an authorized person

(In accordance with section 605.0203, 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.)

Brian M. Nicholas
Typed or printed name of signee

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

ATLAS NC I SPB, 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:

C T Corporation System
(Name)

1200 South Pine Island Road
Florida Street Address (P.O. Box NOT ACCEPTABLE)

Plantation FL 33324
City/State/Zip

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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 605, Florida Statutes.

By: C T Corporation System  Ternell Kearney Asst. Secretary
(Signature)

- \$ 100.00 Filing Fee for Application
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (optional)
- \$ 5.00 Certificate of Status (optional)



NORTH CAROLINA Department of the Secretary of State

CERTIFICATE OF EXISTENCE (Limited Liability Company)

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

ATLAS NC I SPE, LLC

is a limited liability company duly formed under the laws of the State of North Carolina, having been formed on the 12th day of March, 2009, with its period of duration being Perpetual.

I FURTHER certify that the said limited liability company's articles of organization are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said limited liability company is not administratively dissolved for failure to comply with the provisions of the North Carolina Limited Liability Company Act; and that the said limited liability company has not filed articles of dissolution as of this date of this certificate.

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Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of February, 2014.

Elaine F. Marshall

Secretary of State