

M14 000005456

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
15 JAN 29 AM 11:10  
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TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

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2015 JAN 29 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 02 2015  
J. HARRIS

CSC

ACCOUNT NO. : I20000000195  
REFERENCE : 481201 7481856  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$25.00

ORDER DATE : January 28, 2015  
ORDER TIME : 9:21 AM  
ORDER NO. : 481201-010  
CUSTOMER NO: 7481856

FOREIGN FILINGS

NAME: HHR EAT DOWNTOWN MIAMI LLC

CORPORATE  
 LIMITED PARTNERSHIP  
 LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: \_\_\_\_\_

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** HHR EAT Downtown Miami LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Melissa Durbin  
Name of Person

Host Hotels & Resorts, Inc.  
Firm/Company

6903 Rockledge Drive, Suite 1500  
Address

Bethesda, Maryland 20817  
City/State and Zip Code

ronald.clarke@hosthotels.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melissa Durbin at ( 240 ) 744-5163  
Name of Person Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- \$25 Filing Fee
- \$30 Filing Fee & Certificate of Status
- \$55 Filing Fee & Certified Copy
- \$60 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 30, 2015

CSC  
COURTNEY WILLIAMS

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: HHR EAT DOWNTOWN MIAMI LLC  
Ref. Number: M1400005456

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We have received your document for HHR EAT DOWNTOWN MIAMI LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Jenna D Harris  
Regulatory Specialist II

Letter Number: 115A00001916

15 JAN 30 PM 4:35  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN FLORIDA**

**SECTION I (1-4 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of State: HHR EAT Downtown Miami LLC

2. The Florida document number of this limited liability company is: M14000005456

3. Jurisdiction of its organization: Delaware

4. Date authorized to do business in Florida: July 31, 2014

**SECTION II (5-9 complete only the applicable changes)**

5. New name of the limited liability company: HHR Downtown Miami Holdings LLC  
(must contain "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 contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Corporation Service Company  
Name of New Registered Agent:

1201 Hays Street  
New Registered Office Address: Enter Florida Street Address

Tallahassee, Florida 32301  
City Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*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 relative 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, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*



**Courtney Williams  
Asst. Vice President**

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

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TALLAHASSEE, FLORIDA

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8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Manager	Nathan S. Tyrrell	6903 Rockledge Dr. Suite 1500 Bethesda, Maryland 20187	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Manager	Gregory J. Larson	6903 Rockledge Dr. Suite 1500 Bethesda, Maryland 20817	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
Member	National Safe Harbor Exchange	60 E Rio Salado Pkwy. Ste. 1103 Tempe, AZ 85281	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
VP	Dana R. Sobrado	60 E Rio Salado Pkwy. Ste 1103 Tempe, AZ 85281	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
Asst,VP	Machelle Cherry	60 E. Rio Salado Pkwy. Ste 1103 Tempe, AZ 85281	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

  
Signature of the authorized representative

Gregory J. Larson

Typed or printed name of signee

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

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# Delaware

PAGE 1

## The First State

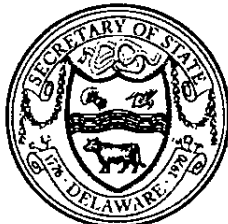
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "HHR EAT DOWNTOWN MIAMI LLC", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HHR DOWNTOWN MIAMI HOLDINGS LLC", THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2015, AT 1:44 O'CLOCK P.M.

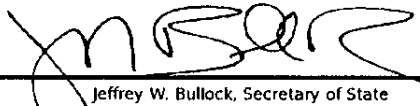
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

5578340 8320

150112687

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2076862

DATE: 01-28-15