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TALLAHASSEE, FLORIDA

NOV 25 2014  
T. BROWN



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195  
REFERENCE : 389420 4304394  
AUTHORIZATION :  
COST LIMIT : \$130.00

*Scott A. Lerner*

ORDER DATE : November 21, 2014  
ORDER TIME : 12:23 PM  
ORDER NO. : 389420-005  
CUSTOMER NO: 4304394

FOREIGN FILINGS

NAME: CLPF - PALM BEACH LENDER, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- \_\_\_\_\_ CERTIFIED COPY
- \_\_\_\_\_ PLAIN STAMPED COPY
- XX \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

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

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

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

1. CLPF - PALM BEACH LENDER, 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. Delaware 3. \_\_\_\_\_  
(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. 230 Park Avenue, 12th Floor  
New York, New York 10169  
(Street Address of Principal Office)

6. 230 Park Avenue, 12th Floor  
New York, New York 10169  
(Mailing Address)

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7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  
Clarion Lion Properties Fund Holdings, L.P., sole member  
335 Madison Avenue, New York, NY 10017

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)

--- REFER TO ATTACHED PAGE FOR SIGNATURE ---

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.)

--- REFER TO ATTACHED PAGE FOR SIGNATURE ---

Typed or printed name of signee

SIGNATURE PAGE

TO

FOREIGN LLC AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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..

Date: November 21, 2014

CLPF – PALM BEACH LENDER, LLC

By: Clarion Lion Properties Fund Holdings, L.P.,  
its sole member

By: CLPF-Holdings, LLC, its general partner

By: Clarion Lion Properties Fund Holdings REIT, LLC,  
its sole member

By: Clarion Lion Properties Fund, LP,  
its managing member

By: Clarion Partners LPF GP, LLC, its general  
partner

By: Clarion Partners, LLC, its sole member

By: 

(Name: Barron Williams

Title: Authorized Signatory

**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:

CLPF - PALM BEACH LENDER, LLC

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

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

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

FL

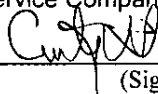
32301

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 605, Florida Statutes.*

Corporation Service Company

By:



(Signature)

**Courtney Williams**  
**Asst. Vice President**

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

# Delaware

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## The First State

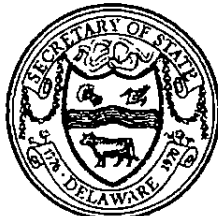
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLPF - PALM BEACH LENDER, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CLPF - PALM BEACH LENDER, LLC" WAS FORMED ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2014.

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

5643960 8300

141440903



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: 1888221

DATE: 11-21-14