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Florida Department of State
Division of Corporations
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To: Division of Corporations
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RECEIVED
15 JAN -6 AM 10:00
DIVISION OF CORPORATIONS
BUREAU OF COMMERCIAL
INFORMATION SERVICES

Foreign Limited Liability Company
VFC PROPERTIES 3 LLC

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers JAN 07 2015

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VFC Properties 3 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:

Lotte D. Bostick

Name of Person

VFC Properties 3 LLC

Firm/Company

6400 Imperial Drive

Address

Waco, Texas 76712

City/State and Zip Code

LBostick@fcfc.com & suma.tullos@fcfc.com

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

For further information concerning this matter, please call:

Suma Tullos

Name of Contact Person

at 254

Area Code

761-2931

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 TRANACT BUSINESS IN FLORIDA

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

1. VFC Properties 3 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. 26-4582812
(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. 6400 Imperial Drive
Waco, Texas 76712
(Street Address of Principal Office)

6. P.O. Box 8216
Waco, Texas 76714
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are
Lotte D. Bostick
Senior Vice President
6400 Imperial Drive, Waco, Texas 76712

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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)

VFC Properties 3 LLC
By: VFC Partners GP LLC, managing member
By: Lotte D Bostick
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.)

Lotte D. Bostick, Senior Vice President
Typed or printed name of signee

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:

VFC Properties 3 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:

NRAI Services, Inc.

(Name)

1200 South Pine Island Road

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

Plantation

FL 33324

City/State/Zip

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TALLAHASSEE, FLORIDA

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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.

NRAI Services, Inc.
By:

(Signature) Linda Stauffer, Asst Secty

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

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VFC PROPERTIES 3 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 SIXTH DAY OF JANUARY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VFC PROPERTIES 3 LLC" WAS FORMED ON THE THIRTIETH DAY OF DECEMBER, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID 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: 2013034

DATE: 01-06-15