

M500000508

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

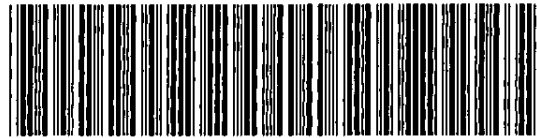
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS

15 APR -6 PM 1:49

NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED

15 APR -6 PM 11:5

SECRETARY OF STATE

APR 07 2015

S. YOUNG

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 577583 4304394

AUTHORIZATION :

COST LIMIT : \$130.00

ORDER DATE : April 6, 2015

ORDER TIME : 10:50 AM

ORDER NO. : 577583-005

CUSTOMER NO: 4304394

FOREIGN FILINGS

NAME: PALM BEACH OUTLETS I, 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: _____

FILED
APR-6 11:55
TALLAHASSEE, FL

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Palm Beach Outlets I, 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:

Alice McAvoy

Name of Person

Clarion Partners, LLC

Firm/Company

230 Park Avenue, 12th Floor

Address

New York, New York 10169

City/State and Zip Code

Alice.McAvoy@clarionpartners.com

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

For further information concerning this matter, please call:

Alice McAvoy

Name of Contact Person

at (212)

Area Code

883.2500

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

FILED
JAN 12 2005
STATE

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. PALM BEACH OUTLETS I, 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)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Palm Beach Outlets Holdings, LLC, sole member
230 Park Avenue, 12th Floor
New York, New York 10169

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, and 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: April 2, 2015

PALM BEACH OUTLETS I, LLC

By: Palm Beach Outlets Holdings, LLC, its sole member

By: CLPF - Palm Beach Outlets, LLC, its sole member

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: Daniel Farr
Name: Daniel Farr
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:

PALM BEACH OUTLETS I, 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:

Corporation Service Company

(Name)

1201 Hays Street

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

Tallahassee

32301

FL

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:

Maris McCulley MARIS MCCULLEY

(Signature)

| | |
|-----------|----------------------------------|
| \$ 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 "PALM BEACH OUTLETS I, 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 MARCH, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PALM BEACH OUTLETS I, LLC" WAS FORMED ON THE TWENTIETH DAY OF MARCH, A.D. 2015.

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

FILED
MAR 20 11:55
2015

5714006 8300

150389571



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2220687

DATE: 03-20-15