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15 MAR 31 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers APR 20 2015

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Sanctuary at Highland Oaks Apartments, 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:

Amanda Turley

Name of Person

Cottonwood Residential

Firm/Company

6340 South 3000 East Suite 500

Address

Salt Lake City, UT 84121

City/State and Zip Code

aturley@cottonwoodres.com

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

For further information concerning this matter, please call:

Amanda Turley

Name of Contact Person

at (**801**)

Area Code

278-0700

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
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. Sanctuary at Highland Oaks Apartments, 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. January 15, 2015
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 6340 South 3000 East Suite 500
Salt Lake City, UT 84121
(Street Address of Principal Office)

6. _____
(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Gregg Christensen, Executive VP, 6340 South 3000 East Suite 500, Salt Lake City, UT 84121
Chad Christensen, President, 6340 South 3000 East Suite 500, Salt Lake City, UT 84121
Daniel Shaeffer, CEO, 6340 South 3000 East Suite 500, Salt Lake City, UT 84121

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)



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.)

Gregg Christensen

Typed or printed name of signee

FILED
15 MAR 31 PM 3:52
TALLAHASSEE FL 0910

**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:

Sanctuary at Highland Oaks Apartments, 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

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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.

Corporation Service Company

By: Carey Valle, 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)

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:25 PM 01/15/2015
FILED 01:25 PM 01/15/2015
SRV 150056135 - 5675767 FILE

CERTIFICATE OF FORMATION

OF

SANCTUARY AT HIGHLAND OAKS APARTMENTS, LLC

This Certificate of Formation of SANCTUARY AT HIGHLAND OAKS APARTMENTS, LLC (the "LLC"), dated as of January 15, 2015, has been duly executed and is being filed by Chad Christensen, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. § 18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is SANCTUARY AT HIGHLAND OAKS APARTMENTS, LLC.

SECOND. The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, DE 19808. The name of its Registered Agent at such address is Corporation Service Company. The same registered agent shall be used for service of process on the LLC in the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.



Chad Christensen, Authorized Person

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SANCTUARY AT HIGHLAND OAKS APARTMENTS, 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-FIFTH DAY OF MARCH, A.D. 2015.

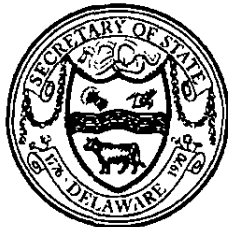
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SANCTUARY AT HIGHLAND OAKS APARTMENTS, LLC" WAS FORMED ON THE FIFTEENTH DAY OF JANUARY, A.D. 2015.

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

FILED
15 MAR 31 PM 3:52
SECRETARY OF STATE
DELAWARE

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2234727

DATE: 03-25-15