

MIS 000004918

(Requestor's Name)

(Address)

(Address)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 24 2015

J SHIVER

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

ACCOUNT NO. : I20000000195

REFERENCE : 676969 4302216

AUTHORIZATION :

Lyndee Clement

COST LIMIT : \$125.00

ORDER DATE : June 21, 2015

ORDER TIME : 8:54 AM

ORDER NO. : 676969-060

CUSTOMER NO: 4302216

FOREIGN FILINGS

NAME: BRE SOUTH POOLED OFFICE OWNER
LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BRE South Pooled Office Owner 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:

Ann Schneider
Name of Person

Equity Office
Firm/Company

222 S. Riverside Plaza, Ste 2000
Address

Chicago, IL 60606
City/State and Zip Code

Ann_Schneider@equityoffice.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann Schneider at (312) 466-3607
Name of Contact Person Area Code 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:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy | <input type="checkbox"/> \$160.00 Filing Fee, Certificate
of Status & Certified Copy |
|--|---|--|---|

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

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

1. BRE South Pooled Office Owner 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. DE
(Jurisdiction under the law of which foreign limited liability company is organized)

3. (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. c/o Equity Office 222 S. Riverside Plaza, Suite 2000, Chicago, IL 60606

(Street Address of Principal Office)

6. (Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.

Corporation Service Company

By: (Registered agent's signature)

DAVE NICKELSEN, ASS

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

The authority to manage the company is vested in a Managing Member entity, BRE Imagination Pooled Office LLC.

The Managing Member has appointed officers to the company who are authorized to act on behalf of the company.

The officer slate is attached to this form.

9. Attached is a 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. (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.)

Anthony Beovich

Typed or printed name of signee

Officers of BRE South Pooled Office Owner LLC

<u>Name</u>	<u>Office</u>
Jonathan D. Gray	Senior Managing Director Executive Chairman
Kenneth A. Caplan	Senior Managing Director and Vice President
Tyler Henritze	Senior Managing Director and Vice President
Nadeem Meghji	Senior Managing Director and Vice President
A.J. Agarwal	Senior Managing Director and Vice President
William J. Stein	Senior Managing Director and Vice President
Frank Cohen	Senior Managing Director and Vice President
David Roth	Senior Managing Director and Vice President
Gio Cutaia	Senior Managing Director and Vice President
Paul Quinlan	Managing Director, Vice President, Assistant Treasurer and Secretary
Anthony Beovich	Managing Director, Vice President, Assistant Treasurer and Assistant Secretary
Michael Lascher	Managing Director and Vice President
David Hirsh	Managing Director and Vice President
Devin Peterson	Vice President
Kevin Dinnie	Managing Director and Vice President
Byron Blount	Managing Director and Vice President

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TALLAHASSEE, FLORIDA

The address of each of the above listed officers and the Managing Member is:

The Blackstone Group
345 Park Avenue
New York, NY 10154

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE SOUTH POOLED OFFICE OWNER 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-SECOND DAY OF JUNE, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRE SOUTH POOLED OFFICE OWNER LLC" WAS FORMED ON THE FIFTEENTH DAY OF JUNE, A.D. 2015.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5766585 8300

150950282

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2486141

DATE: 06-22-15