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From: Rosa Wong, Paralegal
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Email Address: gspeer@kitsonpartners.com

**Foreign Limited Liability Company
BABCOCK RANCH REAL ESTATE, LLC**

Certificate of Status	0
Certified Copy	1
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H15000187231 3

**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. BABCOCK RANCH REAL ESTATE, 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

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

(FBI 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. 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418

(Street Address of Principal Office)

6. 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418

(Mailing Address)

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

Sydney W. Kitson, Manager - 4500 PGA Blvd, Suite 400, Palm Beach Gardens, FL 33418

George G. Speer, Manager - 4500 PGA Blvd, Suite 400, Palm Beach Gardens, FL 33418

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)

Sydney W. Kitson, CEO of KE Babcock Holdings, LLC, Member

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.)

Sydney W. Kitson

Typed or printed name of signer

H15000187231 3

**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:
BABCOCK RANCH REAL ESTATE, 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:

George Speer

(Name)

4500 PGA Boulevard, Suite 400,

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

Palm Beach Gardens

FL

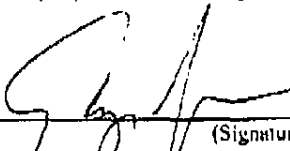
33418

City/State/Zip

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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.


(Signature)
George Speer, as Registered Agent

\$ 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 "BABCOCK RANCH REAL ESTATE, 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-THIRD DAY OF JUNE, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BABCOCK RANCH REAL ESTATE, LLC" WAS FORMED ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2015.

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

5772064 8300

150960278

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2493311

DATE: 06-23-15