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Florida Department of State
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To:
Division of Corporations
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Account Number : FCA000000023
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**Foreign Limited Liability Company
Broadstone Passerelle Alliance, LLC**

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Help AUG 20 2015

J. BRUCE

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. Broadstone Passerelle Alliance, 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. 2415 E. Camelback Rd. Ste 600
Phoenix AZ 85016
(Street Address of Principal Office)
6. 2415 E. Camelback Rd. Ste 600
Phoenix AZ 85016
(Mailing Address)

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

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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.

By: [Signature] C T Corporation System
(Registered agent's signature)

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

SEE ATTACHED

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]
Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. 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.

HRE Holdings, LLC By: V. Jay Hernandez, Sole Member

Typed or printed name of signer

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2015 AUG 19 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
to
Application by Foreign Limited Liability Company
for
Authorization to Transact Business in Florida
of
BROADSTONE PASSERELLE ALLIANCE, LLC

MEMBERS

<u>NAME</u>	<u>ADDRESS</u>
Brian Austin	820 Gessner Suite 1000 Houston, Texas 77024
Baker Street Holdings, L.L.C.	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016
Rippel Realty Holdings, Ltd.	820 Gessner Suite 1000 Houston, Texas 77024
Michael Ging	1800 Boca Center 1800 North Military Trail, Suite 250 Boca Raton, Florida 33431
HRE Holdings, LLC	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016
Robert M. Hutt	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016
Patrick W. Dukes	355 NE Ford Street McMinnville, Oregon 97128
James M. Krohn	2415 E. Camelback Road, Suite 600 Phoenix, Arizona 85016
John Zeledon	174 West Comstock Avenue, Suite 111 Winter Park, Florida 32789

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TALLAHASSEE, FLORIDA

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADSTONE PASSERELLE ALLIANCE, 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 EIGHTEENTH DAY OF AUGUST, A.D. 2015.


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

5804846 8300

151186523

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2655653

DATE: 08-18-15