

MILWAUKEE 5104

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

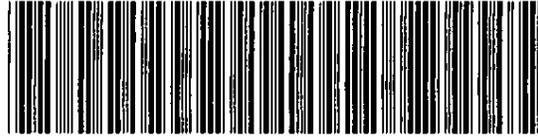
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2016 JUN 24 PM 10:37  
MILWAUKEE, WI 53102

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2016 JUN 24 PM 1:39  
MILWAUKEE, WI 53102

JUN 27 2015  
BRUCE

File 1st  
\*do not separate  
please\*

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

ACCOUNT NO. : I20000000195  
REFERENCE : 190799 4301683  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$125.00

ORDER DATE : June 23, 2016  
ORDER TIME : 12:15 PM  
ORDER NO. : 190799-045  
CUSTOMER NO: 4301683

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JUN 24 2016  
TALLAHASSEE, FL

FOREIGN FILINGS

NAME: TGM APARTMENT PARTNERS GP 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: TGM Apartment Partners GP 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:

Veta Bills  
Name of Person  
TGM Associates LP  
Firm/Company  
650 Fifth Avenue  
Address  
New York, NY 10019  
City/State and Zip Code  
vbills@TGMAssociates.com  
E-mail address: (to be used for future annual report notification)

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2016 JUN 24 2 12 37

For further information concerning this matter, please call:

Veta Bills at ( 212 ) 850-9310  
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:

- \$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 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. TGM Apartment Partners GP 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. (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 TGM Associates LP 650 Fifth Avenue, NY, NY 10019 (Street Address of Principal Office)

6. c/o TGM Associates LP 650 Fifth Avenue, NY NY 10019 (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)

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Registered agent's acceptance:

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 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: Courtney Williams Asst. Vice President (Registered agent's signature)

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

TGM Associates L.P., sole Member c/o TGM Associates LP 650 Fifth Avenue, NY, NY 10019

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)

- see attached signature page - 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.

Michael G. Frazzetta Typed or printed name of signee

**TGM APARTMENT PARTNERS GP LLC**

By: **TGM Associates L.P.**,  
its sole member

By: **TJG Holdings, Inc.**,  
its General Partner

By:   
\_\_\_\_\_  
Michael G. Frazzetta  
Senior Vice President and Treasurer

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2016 JUN 24 PM 12:37

RECORDED

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TGM APARTMENT PARTNERS GP 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-FOURTH DAY OF JUNE, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TGM APARTMENT PARTNERS GP LLC" WAS FORMED ON THE THIRTIETH DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



5794476 8300

SR# 20164631149

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202552375

Date: 06-24-16