

Division of Corporations

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**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : GREENSPOON MARDER, P.A.
Account Number : 076064003722
Phone : (888)491-1120
Fax Number : (954)343-6962

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

* Email Address: gbaumann@BREILCAP.com

**Foreign Limited Liability Company
Venetian Multifamily Holdings LLC**

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|-----------------------|------------------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 0 2 4 |
| Estimated Charge | \$155.00 |

SECRETARY OF STATE
TREASURY OF FLORIDA

2016 SEP 26 AM 10:16

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Corporate Filing Menu

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S Warren



September 26, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GREENSPOON MARDER, PA

SUBJECT: VENETIAN MULTIFAMILY HOLDINGS LLC
REF: W16000066054

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of your limited liability company is not available in the state of Florida since it is the same as, or it is not distinguishable from the name of an existing entity on our records. Therefore, the limited liability company must select an alternate name for use in the state of Florida.

Please insert the alternate name in the space provided on the application form.

The alternate name must contain the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC". The abbreviations "Ltd." and "Co.," also are no longer acceptable.

The document number of the name conflict is L15000196245.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris
Regulatory Specialist II

FAX Aud. #: H16000236798
Letter Number: 216A00020611

P.O BOX 6327 - Tallahassee, Florida 32314

2016 SEP 26 PM 3:03

H16000236798

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDAIN 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. VENETIAN MULTIFAMILY HOLDINGS 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. 1500 Cordova Road, Suite 300Fort Lauderdale, FL 33316

(Street Address of Principal Office)

6. 1500 Cordova Road, Suite 300Fort Lauderdale, FL 33316

(Mailing Address)

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

Name:

Michael D. Baumann

Office Address:

1500 Cordova Road, Suite 300Fort Lauderdale

(City)

Florida 33316

(Zip code)

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.*

(Registered agent's signature)

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

Michael D. Baumann, as sole manager of BanDev LLC the sole manager of BREF-TSPF Development LLC,the sole member of Venetian Multifamily Holdings LLC9. 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 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 Baumann

Typed or printed name of signer

H16000236798

VENETIAN MULTIFAMILY HOLDINGS LLC
1500 Cordova Road, Suite 300
Fort Lauderdale, Florida 33316

September 26, 2016

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Jenna D. Harris

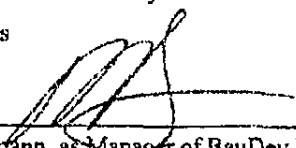
Re: Irrevocable Dissolution; Consent to Qualification of
Venetian Multifamily Holdings LLC, a Delaware
limited liability company
FAX Aud. #: H16000236798
Letter Number: 216A00020611
REF: W16000066054

Dear Ms. Harris:

In response to the above-referenced letter received from the Department of State, please be advised that that undersigned, as the authorized representative of Venetian Multifamily Holdings LLC, a dissolved Florida limited liability company, hereby confirms that it has no intention, and hereby waives any right, to revoke the dissolution of such entity. The undersigned hereby expressly confirms to such name being used by Venetian Multifamily Holdings LLC, a Delaware limited liability company, in connection with its desire to qualify to do business under that name in the State of Florida. The undersigned is also the managing principal of Venetian Multifamily Holdings LLC organized in Delaware.

As requested in your letter, we are also attaching hereto a copy of the previously rejected application for qualification and the letter received in response thereto. Thank you.

Very Truly Yours


Michael D. Baumann, as Manager of BauDev LLC, a Florida limited liability company, that is Manager of BREF-TSPF Development LLC, the sole parent of Venetian Multifamily Holdings LLC, the dissolved Florida limited liability company, and the sole parent of Venetian Multifamily Holdings LLC, the Delaware limited liability company seeking approval to transact business under such name in Florida

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TALLAHASSEE, FLORIDA

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "VENETIAN MULTIFAMILY HOLDINGS 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-FIRST DAY OF SEPTEMBER, A.D. 2016.

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



5947190 8300

SR# 20165872151

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

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

Authentication: 203028432

Date: 09-21-16

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