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

ACCOUNT NO. : I20000000195
REFERENCE : 353679 4304512
AUTHORIZATION : *[Signature]*
COST LIMIT : \$125.00

ORDER DATE : November 2, 2016
ORDER TIME : 11:58 AM
ORDER NO. : 353679-075
CUSTOMER NO: 4304512

FOREIGN FILINGS

NAME: HPA BORROWER 2016-2 ML 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: Melissa Zender -- EXT# 62956

EXAMINER: _____

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: HPA Borrower 2016-2 ML 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:

Benjamin Hellweg

Name of Person

Home Partners of America, Inc.

Firm/Company

180 North Stetson Avenue, Suite 3650

Address

Chicago, IL 60601

City/State and Zip Code

bhellweg@homepartners.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Benjamin Hellweg

877

234-5155

Name of Contact Person

at (_____) _____

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

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TALLAHASSEE, FLORIDA

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. HPA Borrower 2016-2 ML 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 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. Upon qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 180 North Stetson Avenue, Suite 3650, Chicago, IL 60601
(Street Address of Principal Office)
6. 180 North Stetson Avenue, Suite 3650, Chicago, IL 60601
(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.

By: M. Zender Melissa Zender
(Registered agent's signature) Asst. Vice President

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
William Young, Managing Partner; Edward J. Dowd, Senior Vice President; John S. Dowd, Senior Vice President;
Benjamin Hellweg, Senior Vice President; Sharon S. Park, Senior Vice President; Ayoub A. Rabah, Senior Vice President
Diane M. Rittmanic, Senior Vice President; address for all of the above: 180 North Stetson Avenue, Suite 3650, Chicago, IL 60601

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)

Ben Hellweg
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.

Benjamin Hellweg
Typed or printed name of signer

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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 "HPA BORROWER 2016-2 ML 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 SECOND DAY OF NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HPA BORROWER 2016-2 ML LLC" WAS FORMED ON THE NINETEENTH DAY OF OCTOBER, A.D. 2016.

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

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TALLAHASSEE, FLORIDA
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Jeffrey W. Bullock, Secretary of State

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SR# 20166460695

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

Authentication: 203266234

Date: 11-02-16