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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

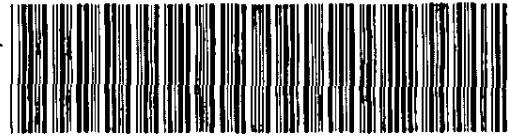
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2016 DEC 28 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF REVENUE
16 DEC 28 PM 2:09

K. SALY

DEC 29 2016

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

ACCOUNT NO. : I20000000195

REFERENCE : 439715 4302216

AUTHORIZATION :

COST LIMIT : \$125.00

ORDER DATE : December 28, 2016

ORDER TIME : 12:22 PM

ORDER NO. : 439715-060

CUSTOMER NO: 4302216

FOREIGN FILINGS

NAME: BRE ROOK SH HERON HOUSE 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: BRE Rook SH Heron House 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:

Ron Bernstein

Name of Person

The Blackstone Group

Firm/Company

345 Park Avenue

Address

New York, NY 10154

City/State and Zip Code

ron.bernstein@blackstone.com

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

For further information concerning this matter, please call:

Aryeh E. Goldman

212

455-2074

at ()

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. BRE Rook SH Heron House 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 The Blackstone Group, 345 Park Ave.

New York, NY 10154

(Street Address of Principal Office)

6. c/o The Blackstone Group, 345 Park Ave.

New York, NY 10154

(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

(City)

, Florida 32301

(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.

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:

The authority to manage the company is vested in a Managing Member entity, BRE Rook SH Holdings LLC. The

Managing Member has appointed officers to the company who are authorized to act on behalf of the company.

The officer slate is attached to this form. Address: c/o The Blackstone Group, 345 Park Ave., New York NY 10154

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 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.

Aryeh E Goldman

Typed or printed name of signer

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2016 DEC 28 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE ROOK SH HERON HOUSE 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-EIGHTH DAY OF DECEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRE ROOK SH HERON HOUSE LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2016.

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

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2016 DEC 28 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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SR# 20167292650

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


Jeffrey W. Bullock, Secretary of State

Authentication: 203595061

Date: 12-28-16

716000010406

Schedule B
Officers

<u>Name</u>	<u>Office</u>
Jonathan D. Gray	Senior Managing Director and President
Tyler Henritze	Senior Managing Director and Vice President
Nadeem Meghji	Senior Managing Director and Vice President
A.J. Agarwal	Senior Managing Director and Vice President
William J. Stein	Senior Managing Director and Vice President
Kenneth A. Caplan	Senior Managing Director and Vice President
Frank Cohen	Senior Managing Director and Vice President
David Roth	Senior Managing Director and Vice President
Giovanni Cutaia	Senior Managing Director and Vice President
Robert Harper	Senior Managing Director and Vice President
Anthony Beovich	Managing Director, Vice President, Treasurer and Secretary
Ron Bernstein	Managing Director and Vice President
Michael Lascher	Managing Director and Vice President
Phillip Solomond	Vice President