

m17 000001833

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

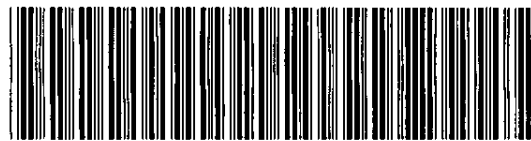
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LB
3-3-17

Account#: I20000000088

Date: 03/03/2017

Name: Marisa Kugelman

Reference #: T008538

ENTITY NAME: ESTERO DEVELOPMENT SERIES OF LOCK UP EVERGREEN DEVELOPMENT SERIES LLC

- ☒ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Agent
- ☐ Reinstatement
- ☐ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☒ Other: certified copy upon filing

Attn:
Lyn
Shoffstall

Authorized Amount: \$155.00
Signature: [Signature]



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Account#: I20000000088

Date: 03/03/2017

Name: Marisa Kugelmann

Reference #: T008538

ENTITY NAME: ESTERO DEVELOPMENT SERIES OF LOCK UP-EVERGREEN DEVELOPMENT SERIES, LLC

- ☒ Articles of Incorporation/Authorization to Transact Business
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- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☒ Other: certified copy upon filing

Authorized Amount: _____

Signature: _____

**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. Estero Development Series of Lock Up - Evergreen Development Series 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. N/A

(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. 800 Frontage Road

Northfield, IL 60093

(Street Address of Principal Office)

6. 800 Frontage Road

Northfield, IL 60093

(Mailing Address)

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

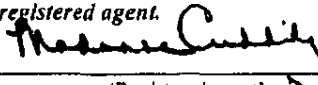
Name: CT Corporation System

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 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)

**Madonna Cuddihy
Special Assistant Secretary**

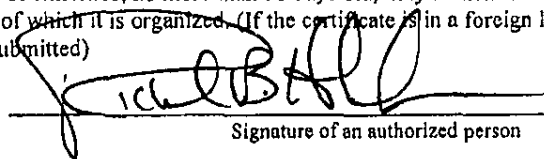
8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

Richard B. Hielscher, Vice President of A&R Management, Inc., Manager of Lock Up Equity Development LLC,

Manager of Lock Up - Evergreen Equity Development LLC, Member Associated with the Series

800 Frontage Road, Northfield, Illinois 60093

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.

Richard B. Hielscher

Typed or printed name of signer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LOCK UP-EVERGREEN DEVELOPMENT SERIES 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-THIRD DAY OF FEBRUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID "LOCK UP-EVERGREEN DEVELOPMENT SERIES LLC" IS A SERIES LIMITED LIABILITY COMPANY.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LOCK UP-EVERGREEN DEVELOPMENT SERIES LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2005.

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



4022255 8300E

SR# 20171165571

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

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

Authentication: 202084707

Date: 02-23-17

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "LOCK UP-EVERGREEN DEVELOPMENT SERIES LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 2005, AT 2:09 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 2005, AT 4:25 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF SEPTEMBER, A.D. 2005, AT 6:23 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF FEBRUARY, A.D. 2017, AT 1:17 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "LOCK UP-EVERGREEN DEVELOPMENT SERIES LLC".



4022255 8100H
SR# 20171165571

You may verify this certificate online at 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.

Jeffrey W. Bullock, Secretary of State

Authentication: 202084704
Date: 02-23-17

Delaware

The First State

Page 2



4022255 8100H
SR# 20171165571

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


Jeffrey W. Bullock, Secretary of State

Authentication: 202084704
Date: 02-23-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:29 PM 08/29/2005
FILED 02:09 PM 08/29/2005
SRV 050710139 - 4022255 FILE

CERTIFICATE OF FORMATION

OF

LOCK UP - EVERGREEN DEVELOPMENT SERIES LLC

This Certificate of Formation of Lock Up - Evergreen Development Series LLC (the "Company"), dated as of August 26, 2005, is being duly executed and filed by Sanford R. Gail, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.) (the "Act").

ARTICLE ONE

The name of the limited liability company formed hereby is **Lock Up - Evergreen Development Series LLC**.

ARTICLE TWO

The address of the registered office of the Company in the State of Delaware is c/o Wilmington Trust SP Services, Inc., Rodney Square North, 1105 North Market Street, Suite 1300, Wilmington, Delaware 19899.

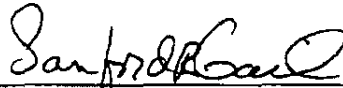
The name and address of the registered agent for service of process on the Company in the State of Delaware is Wilmington Trust SP Services, Inc., Rodney Square North, 1105 North Market Street, Suite 1300, Wilmington, Delaware 19899.

ARTICLE THREE

ARTICLE THREE: Notice is hereby given pursuant to Section 18-215(b) of the Act that the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series of limited liability company interests in the Company shall be enforceable against the assets of such series only and not against the assets of the Company generally or any other series thereof, and, unless otherwise provided in the limited liability company agreement, none of the debts, liabilities, obligations, and expenses incurred, contracted for or otherwise existing with respect to the Company generally or any other series thereof shall be enforceable against the assets of such series.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

A handwritten signature in cursive script, appearing to read "Sanford R. Gail", written over a horizontal line.

Sanford R. Gail
Authorized Person

AMENDED AND RESTATED CERTIFICATE OF FORMATION

OF

LOCK UP - EVERGREEN DEVELOPMENT SERIES LLC

The Certificate of Formation of the limited liability company by the name of **Lock Up - Evergreen Development Series LLC** formed on the 29th day of August, 2005, is hereby amended and restated as follows:

ARTICLE ONE

The name of the limited liability company formed hereby is **Lock Up - Evergreen Development Series LLC**.

ARTICLE TWO

The address of the registered office of the Company in the State of Delaware is c/o **Wilmington Trust SP Services, Inc., Rodney Square North, 1105 North Market Street, Suite 1300, Wilmington, Delaware 19899.**

The name and address of the registered agent for service of process on the Company in the State of Delaware is **Wilmington Trust SP Services, Inc., Rodney Square North, 1105 North Market Street, Suite 1300, Wilmington, Delaware 19899.**

ARTICLE THREE

ARTICLE THREE: Notice is hereby given pursuant to Section 18-215(b) of the Act that the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series of limited liability company interests in the Company shall be enforceable against the assets of such series only and not against the assets of the Company generally or any other series thereof, and, unless otherwise provided in the limited liability company agreement of the Company, none of the debts, liabilities, obligations, and expenses incurred, contracted for or otherwise existing with respect to the Company generally or any other series thereof shall be enforceable against the assets of such series.

[Signature Page Follows]

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:28 PM 08/29/2005
FILED 04:25 PM 08/29/2005
SRV 050711119 - 4022255 FILE

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first above written.

/s/ Sanford R. Gail

Sanford R. Gail

Authorized Person

**AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
LOCK UP - EVERGREEN DEVELOPMENT SERIES LLC**

The Certificate of Formation of the limited liability company by the name of **Lock Up - Evergreen Development Series LLC** formed on the 29th day of August, 2005, is hereby amended and restated as follows:

ARTICLE ONE

The name of the limited liability company formed hereby is **Lock Up-Evergreen Development Series LLC**. (the "Company").

ARTICLE TWO

The address of the registered office of the Company in the State of Delaware is c/o **Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Suite 1300, Wilmington, Delaware 19890.**

The name and address of the registered agent for service of process on the Company in the State of Delaware is **Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890.**

ARTICLE THREE

ARTICLE THREE: Notice is hereby given pursuant to Section 18-215(b) of the Act that the debts, liabilities, obligations and expenses incurred, contracted for or otherwise existing with respect to a particular series of limited liability company interests in the Company shall be enforceable against the assets of such series only and not against the assets of the Company generally or any other series thereof, and, unless otherwise provided in the limited liability company agreement of the Company, none of the debts, liabilities, obligations, and expenses incurred, contracted for or otherwise existing with respect to the Company generally or any other series thereof shall be enforceable against the assets of such series.

[Signature Page Follows]

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:31 PM 09/07/2005
FILED 06:23 PM 09/07/2005
SRV 050734719 - 4022255 FILE

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the 7th day of September 2005.

/s/ Sanford R. Gail

Sanford R. Gail
Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:17 PM 02/15/2017
FILED 01:17 PM 02/15/2017
SR 20170924091 - File Number 4022255

**CERTIFICATE OF AMENDMENT TO CERTIFICATE OF FORMATION
OF
LOCK UP – EVERGREEN DEVELOPMENT SERIES LLC**

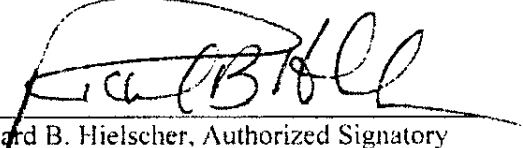
LOCK UP – EVERGREEN DEVELOPMENT SERIES LLC (hereinafter called the “Company”), a limited liability company with series organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The name of the limited liability company is Lock Up – Evergreen Development Series LLC.
2. The certificate of formation of the Company is hereby amended as follows:

The following series of the Company has been established:

Estero Development Series of Lock Up – Evergreen Development Series LLC

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Formation of Lock Up – Evergreen Development Series LLC this 15th day of February, 2017.

By: 
Richard B. Hielscher, Authorized Signatory