

M170000002236

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

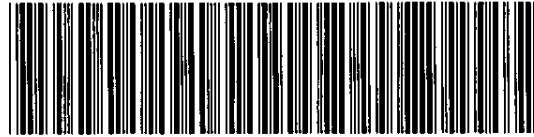
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

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17 MAR 16 AM 4:35

D. SCOTT

MAR 17 2017

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

ACCOUNT NO. : I20000000195

REFERENCE : 558417 4340636

AUTHORIZATION :

COST LIMIT : \$ 130.00

ORDER DATE : March 16, 2017

ORDER TIME : 3:14 PM

ORDER NO. : 558417-010

CUSTOMER NO: 4340636

FOREIGN FILINGS

NAME: BSREP II UCC III LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: \_\_\_\_\_

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## COVER LETTER

**TO: Registration Section  
Division of Corporations**

SUBJECT: BSREP II UCC III 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:

**Kelli Haley**

Name of Person

## Jones Day

Firm/Company

2727 N. Harwood St.

## Address

Dallas, Texas 75201

City/State and Zip Code

melissa.lang@brookfield.com

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

For further information concerning this matter, please call:

Melissa Lang 212 978-1628  
 \_\_\_\_\_ 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

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label

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. BSREP II UCC III 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. 82-0774466

(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 Brookfield Property Group LLC, Brookfield Place

250 Vesey Street, 15th Floor, New York, NY 10281-1023

(Street Address of Principal Office)

6. c/o Brookfield Property Group LLC, Brookfield Place

250 Vesey Street, 15th Floor, New York, NY 10281-1023

(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.

By:

(Registered agent's signature)

Janet Budhu, Asst. Vice President

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

Thomas Diamond, Manager, 250 Vesey Street, 15th Floor, New York, NY 10281-1023

Laurinda Martins, Manager, 250 Vesey Street, 15th Floor, New York, NY 10281-1023

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.

Melissa Lang, Vice President

Typed or printed name of signer

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17 MAR 6 PM 7:45  
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 "BSREP II UCC III 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 EIGHTH DAY OF MARCH, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BSREP II UCC III LLC" WAS FORMED ON THE FIRST DAY OF MARCH, A.D. 2017.

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

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17 MAR 16 AM 7:45  
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TALLAHASSEE, FLORIDA



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SR# 20171654037

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

  
Jeffrey W. Bullock, Secretary of State

Authentication: 202158922

Date: 03-08-17