

M17000002255

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

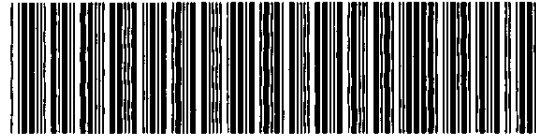
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE,
TALLAHASSEE, FLORIDA

2017 MAR 16 P 12:16

FILED


17 MAR 16 AM 4:39

RECEIVED
DEPARTMENT OF STATE

S Warren

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 : 3:16 PM
ORDER NO. : 558417-030
CUSTOMER NO: 4340636

FOREIGN FILINGS

NAME: BSREP II UCC I 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: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: BSREP II UCC I 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
 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

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 I 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. 82-0756145
(Jurisdiction under the law of which foreign limited liability company is organized) (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, Florida 32301
(City) (Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 MAR 16 PM 1:16

FILED

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: [Signature]
(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]
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

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BSREP II UCC I 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 I 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.



6331813 8300

SR# 20171654017

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

A handwritten signature in black ink, appearing to read "JBULLOCK".

Jeffrey W. Bullock, Secretary of State

Authentication: 202158909

Date: 03-08-17