

M1700000 3562

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

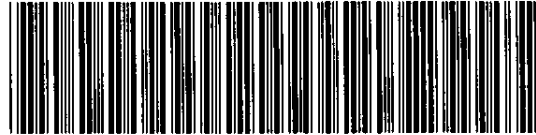
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500298458105

FILED
RECEIVED
SECRETARY OF STATE
DEPARTMENT OF STATE
17 APR 26 AM 10 54
17 APR 26 PM 4:28

APR 27 2017
J. HARRIS



The Right Response at the Right Time, Every Time.™

NCR National Corporate Research (Hong Kong) Limited,
a Hong Kong Limited Company

NCR National Corporate Research (UK) Limited,
Registered in England and Wales, Registry # 8010712

Albany • Charlotte • Chicago • Dallas • Dover • Los Angeles • New York • Sacramento • Springfield • Tallahassee • Washington, D.C. • Hong Kong • London

Account#: I20000000088

Date: 04/26/2017

Name: Marisa Kugelmann

Reference #: M089024

ENTITY NAME: BER REAL ESTATE INVESTMENTS II, LLC

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

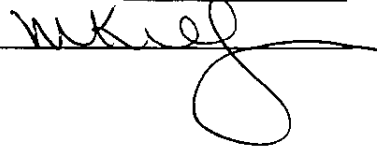
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

Authorized Amount: \$125.00

Signature: 

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: BER Real Estate Investments II, 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:

Julintip Thirasilpa

Name of Person

Firm/Company

One Embarcadero Center, Suite 3900

Address

San Francisco, CA 94111

City/State and Zip Code

jthirasilpa@goldengatecap.com

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

For further information concerning this matter, please call:

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. BER Real Estate Investments II, 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. 38-4028061
(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. 8111 Smith's Mill Road
New Albany, OH 43054
(Street Address of Principal Office)

6. 8111 Smith's Mill Road
New Albany, OH 43054
(Mailing Address)

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

Name: National Corporate Research, Ltd., Inc.

Office Address: 115 North Calhoun Street, Suite 4

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 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.

Michelle Wacker-Lent, Secretary
(Registered agent's signature)

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

Joshua Cohen, President

c/o Golden Gate Private Equity, Inc., One Embarcadero Center, Suite 3900

San Francisco, CA 94111

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.

Joshua Cohen, President
Typed or printed name of signee

FILED
SECRETARY OF STATE
17 APR 26 AM 10:55

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BER REAL ESTATE INVESTMENTS II, 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-SIXTH DAY OF APRIL, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BER REAL ESTATE INVESTMENTS II, LLC" WAS FORMED ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2017.

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



6317835 8300

SR# 20172825812

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

A handwritten signature in black ink, appearing to read "JB", 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: 202438879

Date: 04-26-17