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17 JUN 23 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 JUN 23 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. SCOTT
JUN 26 2017

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

ACCOUNT NO. : I20000000195

REFERENCE : 698078 7131809

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : June 23, 2017

ORDER TIME : 3:12 PM

ORDER NO. : 698078-005

CUSTOMER NO: 7131809

FOREIGN FILINGS

NAME: MHC MASTER TRS 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: Roxanne Turner -- EXT# 62969

EXAMINER: _____

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TALLAHASSEE, FLORIDA
17
SECRETARY OF STATE

**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. **MHC MASTER TRS 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 - May 17, 2017**

(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. **4601 S. Orange Blossom Trail**

(Street Address of Principal Office)

Orlando, Florida 32839

6. **MHC MASTER TRS LLC**

(Mailing Address)

c/o Merit Hill Capital LP, 594 Dean Street, Suite 26

Brooklyn, NY 11238

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.

Corporation Service Company

By: _____

(Registered agent's signature)

Melissa Zender

Asst. Vice President

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

Title or Capacity:

Managing Director/President

Name and Address:

Elizabeth Raun Schlesinger

**c/o Merit Hill Capital LP, 594 Dean Street, Suite 26
Brooklyn, NY 11238**

Title or Capacity:

Managing Director/Secretary

Name and Address:

William D. Rahm

**Merit Hill Holdings REIT LLC c/o Cornerbridge Partners, L.P.
375 Park Ave., 11th FL, NY NY 10152**

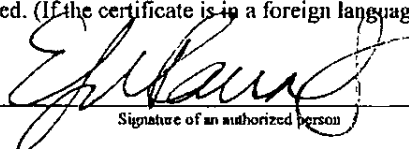
Managing Director/Treasurer

Matthew Dabrowski

**Merit Hill Holdings REIT LLC c/o Cornerbridge Partners, L.P.
375 Park Ave., 11th FL, NY NY 10152**

(Use attachments if necessary)

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

10. 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.

Elizabeth Raun Schlesinger

Typed or printed name of signee

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MHC MASTER TRS 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 JUNE, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MHC MASTER TRS LLC" WAS FORMED ON THE SEVENTEENTH DAY OF MAY, A.D. 2017.

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

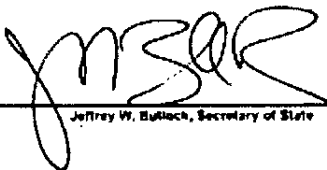
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You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 202768104

Date: 06-23-17