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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : M. BURR KEIM COMPANY
Account Number : 119990000242
Phone : (215)563-8113
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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Foreign Limited Liability Company
RRE Bay Club Holdings, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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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. RRE Bay Club Holdings, 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. 82-1925610
 (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 Resource Real Estate, Inc. 6. c/o Resource Real Estate, Inc.
 (Street Address of Principal Office) (Mailing Address)
1845 Walnut Street, 18th Floor 1845 Walnut Street, 18th Floor
Philadelphia, PA 19103 Philadelphia, PA 19103

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.

Kristin Bolden
 Assistant 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:

Title or Capacity:	Name and Address:	Title or Capacity:	Name and Address:
Board Member/CEO	Alan F. Feldman 1845 Walnut Street, 18th Fl Philadelphia, PA 19103	Board Member/President & COO	George E. Carleton 717 Fifth Avenue, 18th Floor New York, NY 10022
CFO, SVP & Treasurer	Steven R. Saltzman 1845 Walnut Street, 18th Fl Philadelphia, PA 19103	CLO, SVP & Secretary	Shelle Weisbaum 1845 Walnut Street, 18th Fl Philadelphia, PA 19103

(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)

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.

Shelle Weisbaum
 Signature of an authorized person

CLO, SVP & Secretary

Typed or printed name of signer

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RRE BAY CLUB HOLDINGS, 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 FIFTH DAY OF JULY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RRE BAY CLUB HOLDINGS, LLC" WAS FORMED ON THE TWENTIETH DAY OF JUNE, A.D. 2017.

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



6451152 8300

SR# 20175091692

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 in a small font.

Authentication: 202829753

Date: 07-05-17