

M170000006603

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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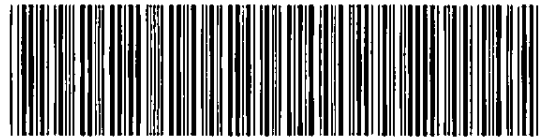
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 04 2017
J. HARRIS

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

ACCOUNT NO. : I20000000195

REFERENCE : 752627 5029779

AUTHORIZATION

COST LIMIT \$ 125.00

ORDER DATE : August 2, 2017

ORDER TIME : 11:32 AM

ORDER NO. : 752627-005

CUSTOMER NO: 5029779

FOREIGN FILINGS

NAME: MACY'S AVENTURA II, 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: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Macy's Aventura 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:

Dianne Webber
Name of Person

Macy's
Firm/Company

7 West 7th Street
Address

Cincinnati, OH 45202
City/State and Zip Code

taxdept@macys.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dianne Webber 513 579-7895
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:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy | <input type="checkbox"/> \$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. Macy's Aventura 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. Ohio 3. N/A
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)

4. _____
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0903 & 605.0905, F.S. to determine penalty liability)

5. 7 West 7th Street
(Street Address of Principal Office)
Cincinnati, OH 45202

6. 7 West 7th Street
(Mailing Address)
Cincinnati, OH 45202

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)

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:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>See Attached</u>	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(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.

Ann Munson Steines
Signature of an authorized person

Ann Munson Steines, Vice President and Secretary

Typed or printed name of signer

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TALLAHASSEE FLORIDA

CONSENT OF SOLE MEMBER

OF

MACY'S AVENTURA II, LLC

The undersigned, Macy's West Stores, Inc., an Ohio corporation, being the sole Member ("Member") of Macy's Aventura II, LLC, an Ohio limited liability company (the "Company"), acting pursuant to the Ohio Limited Liability Company Act and the Operating Agreement of the Company from time to time hereby consents to the adoption of the following resolutions:

RESOLVED, that the Member hereby appoints the following officers to the office(s) set forth opposite their names to act on behalf of the Company for a term commencing on July 20, 2017 and continuing until their appointment and authority to act on behalf of the Company is terminated, and to serve in accordance with the Operating Agreement of the Company:

Address for all: 7 West 7th St. Cincinnati, Ohio 45202

<u>Names</u>	<u>Offices</u>
Elisa D. Garcia	President
Matthew Q. Stautberg	Vice President and Treasurer
Charles P. DiGiovanna	Vice President
Karen M. Hoguet	Vice President
Stephen J. O'Bryan	Vice President
Matthew S. Schroeder	Vice President
Ann Munson Steines	Vice President and Secretary
Kathleen A. Furlong	Assistant Secretary
Matthew A. Whitlow	Assistant Secretary

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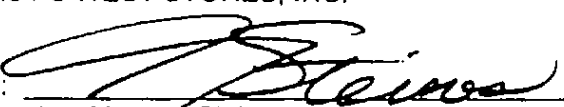
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RESOLVED FURTHER, that, each officer named in the above resolution shall have full and complete authority to (i) perform such duties as are customarily incident to their respective offices and (ii) conduct and manage the business operations of the Company, as is specified in the Operating Agreement of the Company or as specified by the Member from time to time, including, without limitation, to take any action, or execute and deliver any applications, certificates, agreements or any other instruments or documents, as such officers may in their discretion deem necessary or appropriate in furtherance of the business operations of the Company.

IN WITNESS WHEREOF, the undersigned has duly executed this Consent as of this 20th day of July, 2017.

MACY'S WEST STORES, INC.

BY:


Ann Munson Steines
Vice President and Secretary

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities: that said records show MACY'S AVENTURA II, LLC, an Ohio For Profit Limited Liability Company, Registration Number 4053469, was organized within the State of Ohio on July 20, 2017, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 3rd day of August, A.D. 2017.*

Jon Husted

Ohio Secretary of State

Validation Number: 201721500808