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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

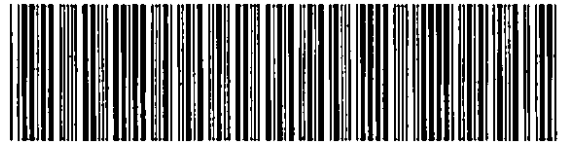
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SECRETARY OF STATE
PUBLIC ACCESS DIVISION



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 7, 2018

MARK JEFFERIS, ESQ
2977 MCFARLENE RD, STE 300
COCONUT GROVE, FL 33133

SUBJECT: GRASS RIVER CAPITAL DE, LLC
Ref. Number: W18000039476

We have received your document for GRASS RIVER CAPITAL DE, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Octavia L Simmons
Regulatory Specialist III

Letter Number: 318A00009408



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 26, 2018

MARK JEFFERIS, ESQ
2977 MCFARLENE RD, STE 300
COCONUT GROVE, FL 33133

SUBJECT: GRASS RIVER CAPITAL DE, LLC
Ref. Number: W18000039476

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The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Octavia L Simmons
Regulatory Specialist III

Letter Number: 418A00008643

COVER LETTER

TO: Registration Section
 Division of Corporations

SUBJECT: Grass River Capital, 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:

Mark A. Jefferis, Esq.

Name of Person

3650 REIT

Firm/Company

2977 McFarlane Road, Suite 300

Address

Coconut Grove, FL 33133

City/State and Zip Code

mjefferis@grassriver.com

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

For further information concerning this matter, please call:

Mark A. Jefferis, Esq.

213

448-5754

at (_____)

Name of Contact Person

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. Grass River Capital, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

Grass River Capital DE, 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. 32-0539143
(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. 2977 McFarlane Road, Suite 300 6. 2977 McFarlane Road, Suite 300
(Street Address of Principal Office) (Mailing Address)
Coconut Grove, FL 33133 Coconut Grove, FL 33133

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

Name: Jones Walker LLP, c/o Christopher M. Hinsley, Esq.

Office Address: 201 South Biscayne Boulevard, Suite 2600

Miami, Florida 33131
(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.

Christopher M. Hinsley

(Registered agent's signature)

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>AP</u>	<u>Tobin Cobb</u> <u>2977 McFarlane Rd Suite 300</u> <u>Coconut Grove, FL 33133</u>	<u>AP</u>	<u>Jonathan Roth</u> <u>100 Wilshire Blvd Suite 1845</u> <u>Santa Monica, CA 90401</u>
<u>AP</u>	<u>Justin Kennedy</u> <u>2977 McFarlane Rd Suite 300</u> <u>Coconut Grove, FL 33133</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.

Mark A. Jenneris
(Signature of an authorized person)
Mark A. Jenneris
(Typed or printed name of signer)

Delaware

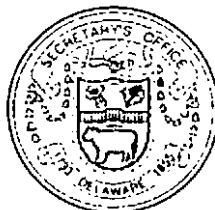
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRASS RIVER CAPITAL, 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 EIGHTEENTH DAY OF APRIL, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GRASS RIVER CAPITAL, LLC" WAS FORMED ON THE SIXTEENTH DAY OF MARCH, A.D. 2017.

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



6349745 8300

SR# 20182804438

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

A handwritten signature of Jeffrey W. Bullock in black ink, 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: 202535390

Date: 04-18-18