

MIB0000WS012

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

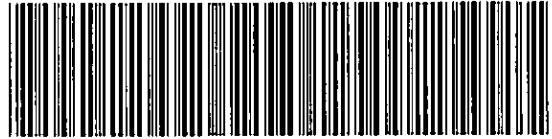
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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18 MAY 21 PM 4:28

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2018 MAY 21 A 4:19

5/25/18

file first

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

ACCOUNT NO. : I20000000195

REFERENCE : 228603 4347023

AUTHORIZATION :

COST LIMIT : \$125.00

ORDER DATE : May 23, 2018

ORDER TIME : 9:04 AM

ORDER NO. : 228603-005

CUSTOMER NO: 4347023

FOREIGN FILINGS

NAME: BF VAMF III GP 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: Emily Croft -- EXT# 62925

EXAMINER: _____

FILED
2018 MAY 24 A 10 19

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. BF VAME III GP 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. 81-4070242
(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. 5510 Morehouse Drive, Suite 200 6. 5510 Morehouse Drive, Suite 200
(Street Address of Principal Office) (Mailing Address)
San Diego, CA 92121 San Diego, CA 92121

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)

Emily Croft
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:	Name and Address:	Title or Capacity:	Name and Address:
<u>Mgr & Member</u>	<u>FFIMF Value Add Fund</u> <u>III GP LLC</u> <u>5510 Morehouse Dr, Ste 200</u> <u>San Diego, CA 92121</u>	<u>VP & Asst Secretary</u>	<u>Sandra Hill Flood</u> <u>5510 Morehouse Dr, Ste 200</u> <u>San Diego, CA 92121</u>
<u>EVP, General Counsel & Corporate Secretary</u>	<u>Jon A. MacDonald</u> <u>5510 Morehouse Dr, Ste 200</u> <u>San Diego, CA 92121</u>	<u>Pres & CEO</u>	<u>Gregory R. Pinkalla</u> <u>5510 Morehouse Dr, Ste 200</u> <u>San Diego, CA 92121</u>

(Use attachments if necessary.)

PLEASE SEE ATTACHMENT FOR ADDITIONAL AUTHORIZED PERSONS

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.

Sandra Hill Flood
Signature of an authorized person

Sandra Hill Flood
(Typed or printed name of signer)

ATTACHMENT TO:
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA

Section 8. of the Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida is continued
as set forth below:

8. The name, title or capacity and address of the additional persons who have authority to manage are:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>Vice President</u>	<u>Bryan Cordie</u> <u>5510 Morehouse Dr. Ste 200</u> <u>San Diego, CA 92121</u>	<u>Vice President</u>	<u>C. Thomas Brunson</u> <u>5510 Morehouse Dr. Ste 200</u> <u>San Diego, CA 92121</u>
<u>Senior Vice President</u>	<u>Doug Ness</u> <u>5510 Morehouse Dr. Ste 200</u> <u>San Diego, CA 92121</u>		

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Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BF VAMF III GP 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 MAY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BF VAMF III GP LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2016.

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

2018 MAY 23 A 6:19

FILED




Jeffrey W. Bullock, Secretary of State

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SR# 20184248950

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

Authentication: 202756192

Date: 05-23-18