

M18000007367

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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DEPARTMENT OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
AUG -9 PM 4:48

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AUG 10 2018

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

ACCOUNT NO. : I20000000195

REFERENCE : 336825 8174007

AUTHORIZATION :

COST LIMIT : ~~\$1125.00~~ *[Signature]*

ORDER DATE : August 7, 2018

ORDER TIME : 9:41 AM

ORDER NO. : 336825-030

CUSTOMER NO: 8174007

FOREIGN FILINGS

NAME: RESIDENTIAL LOGISTICS
SOLUTIONS, 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: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Residential Logistics Solutions, 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:

Name of Person

Firm/Company

Address

City/State and Zip Code

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

For further information concerning this matter, please call:

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:

☐ \$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. Residential Logistics Solutions, 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. DE
(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. 2400 Old Mill Rd, Carrollton, TX 75007

(Street Address of Principal Office)

6. 2400 Old Mill Rd, Carrollton, TX 75007

(Mailing Address)

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.

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:

See attached

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

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.

Nick Bouras

Typed or printed name of signer

Residential Logistics Solutions, LLC
Member and Managers

Members and Managers Business Address: 2400 Old Mill Rd, Carrollton, TX 75007

Members:

Sterling AMS AIV L.P.

AMS Blocker LLC

International Inc. Master Retirement Trust

NM Regal LLC

The Northwestern Mutual Life Insurance Company for its Group Annuity Separate Account

Northwestern Mutual Capital Strategic Equity Fund IV, LP

Twin Brook Capital Funding I, LLC

Twin Brook Capital Funding VI, LLC

Twin Brook Capital Funding VII, LLC

Twin Brook Capital Funding IX, LLC

Twin Brook Capital Funding XI, LLC

Twin Brook Capital Funding XII, LLC

Managers:

Randy Whaley

Charles Santoro

Bill Russell

Joe Gault

Doug Newhouse

Farid Suleman

Robert Magnus

Nick Bouras

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P.L.

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RESIDENTIAL LOGISTICS SOLUTIONS, 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 NINTH DAY OF AUGUST, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RESIDENTIAL LOGISTICS SOLUTIONS, LLC" WAS FORMED ON THE FIFTH DAY OF JULY, A.D. 2017.

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



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.

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SR# 20186090591

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

Authentication: 203218310

Date: 08-09-18