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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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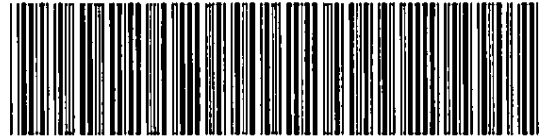
(Business Entity Name)

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January 29, 2019

Florida Secretary of State
Division of Corporation
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Federal Express

**Re: Ziff Properties Fund LLC
Application by Foreign LLC for Authorization to Transact
Business
WBD Matter No. 73453.0401.5**

Womble Bond Dickinson (US) LLP

Post Office Box 999
Charleston, SC 29402

5 Exchange Street
Charleston, SC 29401

t: 843.722.3400

f: 843.723.7398

Denise L. Herlihy
Senior Paralegal
Direct Dial: (843) 720-4651
Direct Fax: (843) 628-0561
E-mail: denise.herlihy@wbd-us.com

Dear Sir or Madam:

Enclosed please find an executed original and one copy of above application along with our check in the sum of \$160.00 for the filing fee. Please contact me if there are any problems filing this document. I have enclosed a return Federal Express envelope to return the filed document back to me. Thank you very much for your assistance.

Best regards,

Womble Bond Dickinson (US) LLP

Denise L. Herlihy

DLH
Enclosure(s)

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Ziff Properties Fund 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:

Timothy J. Walter, President

Name of Person

Ziff Properties, Inc.

Firm/Company

200 Wingo Way, Suite 100

Address

Mt. Pleasant, South Carolina, 29464

City/State and Zip Code

twalter@zpi.net

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

For further information concerning this matter, please call:

Denise L. Herlihy, Paralegal

at (843)

720-4651

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:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$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. Ziff Properties Fund 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. South Carolina 3. _____
(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. 200 Wingo Way, Suite 100 6. same as street address
(Street Address of Principal Office) (Mailing Address)

Mt. Pleasant, South Carolina, 29464

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

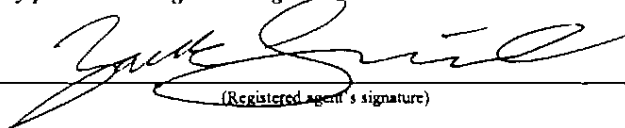
Name: Zack Levine

Office Address: 245 NE 14th Street #3102

Miami, Florida 33132
(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.


(Registered agent's signature)

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

Title or Capacity: **Name and Address:**

☒ Manager Name: Timothy J. Walter
☐ Member Address: 200 Wingo Way, Suite 100
☐ Authorized Mt. Pleasant, South Carolina, 29464
Person _____
☒ Other President ☐ Other _____

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
Person _____
☐ Other _____ ☐ Other _____

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
Person _____
☐ Other _____ ☐ Other _____

Title or Capacity: **Name and Address:**

☒ Manager Name: Stephen J. Ziff
☐ Member Address: 200 Wingo Way, Suite 100
☐ Authorized Mt. Pleasant, South Carolina, 29464
Person _____
☒ Other Chairman ☐ Other _____

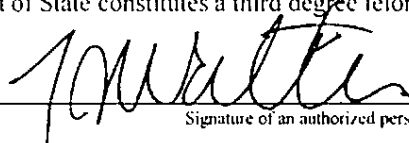
☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
Person _____
☐ Other _____ ☐ Other _____

☐ Manager Name: _____
☐ Member Address: _____
☐ Authorized _____
Person _____
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

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.

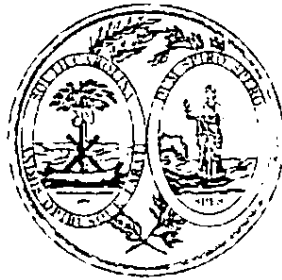


Signature of an authorized person

Timothy J. Walter, President

Typed or printed name of signer

The State of South Carolina



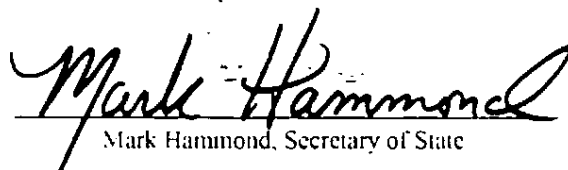
Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby Certify that:

Ziff Properties Fund LLC, a limited liability company duly organized under the laws of the State of South Carolina on April 2nd, 2018, with a duration that is until December 21st, 2068, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to S.C. Code Ann. 33-44-809, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great Seal
of the State of South Carolina this 8th day
of January, 2019.


Mark Hammond, Secretary of State