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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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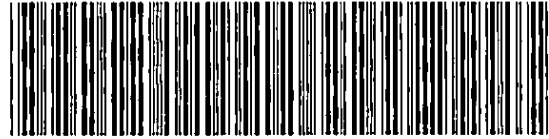
(Business Entity Name)

(Document Number)

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DATE: 3/14/19

NAME: BROOKFIELD HOLDINGS (FERNANDA) LLC

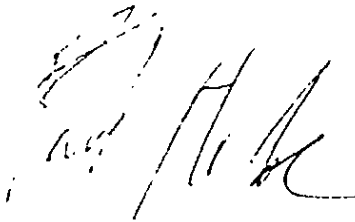
TYPE OF FILING: APPLICATION

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ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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. Brookfield Holdings (Fernanda) LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," or "L.L.C.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "LLC," or "L.L.C.")

2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 83-3962366
(FEI number, if applicable)

4. March 14, 2019
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 12265 El Camino Real
(Street Address of Principal Office)

Suite 180

San Diego, California 92130

6. 12265 El Camino Real
(Mailing Address)

Suite 180

San Diego, California 92130

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

Name: NRAI, Inc.

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(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.

Kristin Bolden
(Registered agent's signature) Kristin Bolden
Assistant Secretary

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TALLAHASSEE, FLORIDA

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: Adrian P. Foley

☐ Member Address: 3200 Park Center Drive

☐ Authorized Suite 1000

Person Costa Mesa, California 92626

☐ Other _____ ☐ Other _____

Title or Capacity: Name and Address:

☒ Manager Name: William B. Seith

☐ Member Address: 3200 Park Center Drive

☐ Authorized Suite 1000

Person Costa Mesa, California 92626

☐ Other _____ ☐ Other _____

☒ Manager Name: Thomas Lui

☐ Member Address: 4906 Richard Road SW

☐ Authorized Calgary, Alberta, Canada T3E 6L1

Person _____

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other _____ ☐ 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

Robin Rutherford

Typed or printed name of signer

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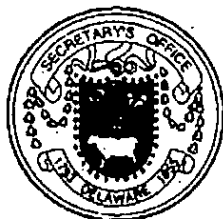
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKFIELD HOLDINGS (FERNANDA) 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 FOURTEENTH DAY OF MARCH, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKFIELD HOLDINGS (FERNANDA) LLC" WAS FORMED ON THE THIRTEENTH DAY OF MARCH, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED 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 in a small font.

7323993 8300

SR# 20191970907

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

Authentication: 202440386

Date: 03-14-19