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(Address)

(Address)

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MAY 13 2019

FILE 1ST

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

ACCOUNT NO. : I20000000195

REFERENCE : 757084 7168919

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : May 9, 2019

ORDER TIME : 12:35 PM

ORDER NO. : 757084-020

CUSTOMER NO: 7168919

FILED
2019 MAY 10 A 3:30
TALLAHASSEE, FL 32301

FOREIGN FILINGS

NAME: CR STUDENT HOUSING FUND 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: Roxanne Turner -- EXT# 62969

EXAMINER: _____

**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. CR STUDENT HOUSING FUND GP, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "LLC," 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," "LLC," or "LLC.")

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

3. _____
(FEI number, if applicable)

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

5. 3 Park Avenue, 36th Floor
(Street Address of Principal Office)

6. 3 Park Avenue, 36th Floor
(Mailing Address)

New York, NY
10016

New York, NY
10016

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: Corporation Service Company

(Registered agent's signature)

Roxanne Turner
Asst. Vice President

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]:

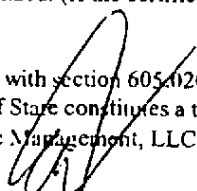
| <u>Title or Capacity:</u> | <u>Name and Address:</u> | <u>Title or Capacity:</u> | <u>Name and Address:</u> |
|---|---|--|--------------------------------------|
| <input checked="" type="checkbox"/> Manager | Name: <u>CION Real Estate Management, LLC</u> | <input type="checkbox"/> Manager | Name: _____ |
| <input type="checkbox"/> Member | Address: <u>3 Park Avenue, 36th Floor</u> | <input type="checkbox"/> Member | Address: _____ |
| <input type="checkbox"/> Authorized Person | <u>New York, NY 10016</u> | <input type="checkbox"/> Authorized Person | _____ |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Manager | Name: _____ | <input type="checkbox"/> Manager | Name: _____ |
| <input type="checkbox"/> Member | Address: _____ | <input type="checkbox"/> Member | Address: _____ |
| <input type="checkbox"/> Authorized Person | _____ | <input type="checkbox"/> Authorized Person | _____ |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ |
| <input type="checkbox"/> Manager | Name: _____ | <input type="checkbox"/> Manager | Name: _____ |
| <input type="checkbox"/> Member | Address: _____ | <input type="checkbox"/> Member | Address: _____ |
| <input type="checkbox"/> Authorized Person | _____ | <input type="checkbox"/> Authorized Person | _____ |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> Other _____ | <input type="checkbox"/> 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.

CION Real Estate Management, LLC, its Manager



Signature of an authorized person:

Michael A. Reisner

Typed or printed name of signee

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CR STUDENT HOUSING FUND 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 NINTH DAY OF MAY, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CR STUDENT HOUSING FUND GP, LLC" WAS FORMED ON THE THIRD DAY OF MAY, A.D. 2019.

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


FILED
2019 MAY 10 A 3:30
DELAWARE SECRETARY OF STATE



7403386 8300

SR# 20193704564

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


Jeffrey W. Bullock, Secretary of State

Authentication: 202793200

Date: 05-09-19