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Y SCOTT

MAY 28 2019

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

ACCOUNT NO. : I20000000195

REFERENCE : 779245 7664206

AUTHORIZATION :

COST LIMIT : \$ 160.00

ORDER DATE : May 23, 2019

ORDER TIME : 10:56 AM

ORDER NO. : 779245-015

CUSTOMER NO: 7664206

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FOREIGN FILINGS

NAME: BPREP 3400 NW 74TH AVENUE  
UNIT 2 LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER: \_\_\_\_\_

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** BPREP 3400 NW 74th Avenue Unit 2 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:

Agnes Liu

Name of Person

Brookfield Property Group LLC

Firm/Company

181 Bay Street, Suite 300

Address

Toronto, Ontario, M5J 2T3

City/State and Zip Code

agnes.liu@brookfield.com

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

For further information concerning this matter, please call:

Agnes Liu

416

359-8586

at ( )

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

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SECRETARY OF STATE

**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. BPREP 3400 NW 74th Avenue Unit 2 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. 84-1847860  
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

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

5. Brookfield Place, 250 Vesey Street, 15th Floor 6. Brookfield Place, 250 Vesey Street, 15th Floor  
(Street Address of Principal Office) (Mailing Address)  
New York, NY 10281-1023 New York, NY 10281-1023

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

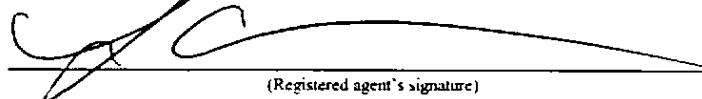
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee 32301  
(City) Florida (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) Lydia Cohen  
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]:

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

☐ Manager      Name: John Morgan

☐ Member      Address: Brookfield Place, 250 Vesey St.

☐ Authorized      15th Floor, New York, NY 10281-1023

Person \_\_\_\_\_

☒ Other Senior VP                      ☐ Other \_\_\_\_\_

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

☐ Manager      Name: Paul Roeser

☐ Member      Address: Brookfield Place, 250 Vesey St.

☐ Authorized      15th Floor, New York, NY 10281-1023

Person \_\_\_\_\_

☒ Other Senior VP                      ☐ Other \_\_\_\_\_

☐ Manager      Name: Jennifer Victor

☐ Member      Address: Brookfield Place, 250 Vesey St.

☐ Authorized      15th Floor, New York, NY 10281-1023

Person \_\_\_\_\_

☒ Other Senior VP                      ☐ Other \_\_\_\_\_

☐ Manager      Name: Joonas Partanen

☐ Member      Address: Brookfield Place, 250 Vesey St.

☐ Authorized      15th Floor, New York, NY 10281-1023

Person \_\_\_\_\_

☒ Other Vice President                      ☐ Other \_\_\_\_\_

☐ Manager      Name: Sara Beugelmans

☐ Member      Address: Brookfield Place, 250 Vesey St.

☐ Authorized      15th Floor, New York, NY 10281-1023

Person \_\_\_\_\_

☒ Other Senior VP                      ☐ Other \_\_\_\_\_

☐ Manager      Name: Sujoy Gupta

☐ Member      Address: Brookfield Place, 250 Vesey St.

☐ Authorized      15th Floor, New York, NY 10281-1023

Person \_\_\_\_\_

☒ Other Vice President                      ☐ 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.

*Jennifer Victor*

Signature of an authorized person

Jennifer Victor, Senior Vice President

Typed or printed name of signee

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FLORIDA DEPARTMENT OF STATE  
MAY 22 2013  
11:44:40

BPREP 3400 NW 74TH AVENUE UNIT 2 LLC

Section 8 – Attachment – Officers (...Continued)

Name	Position	Address
Herbert Li	Vice President	Brookfield Place 250 Vesey Street, 15 <sup>th</sup> Floor New York, NY 10281-1023
James Zysopoulos	Vice President	Brookfield Place 250 Vesey Street, 15 <sup>th</sup> Floor New York, NY 10281-1023

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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BPREP 3400 NW 74TH AVENUE UNIT 2 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. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BPREP 3400 NW 74TH AVENUE UNIT 2 LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF MAY, A.D. 2019.

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


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2019 MAY 24 PM 4:40  
J. I. E. 11  
ALLAHASSEE, FLORIDA



7432273 8300

SR# 20194461074

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State

Authentication: 202889415

Date: 05-23-19