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(Requestor's Name)

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(City/State/Zip/Phone #)

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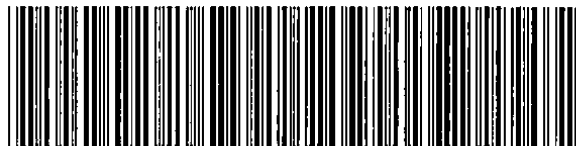
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JUN -3 PM 5:20

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

19 JUN -3 PM 4:19

Z BROWN

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JUN 04 2019

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

ACCOUNT NO. : I20000000195

REFERENCE : 789437 8124454

AUTHORIZATION :

Lydia Cohen

COST LIMIT : \$ 125.00

ORDER DATE : June 3, 2019

ORDER TIME : 3:10 PM

ORDER NO. : 789437-010

CUSTOMER NO: 8124454

FOREIGN FILINGS

NAME: BRE TAMPA DISTRIBUTION
CENTER MEZZ 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: Lydia Cohen -- EXT# 62974

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BRE Tampa Distribution Center Mezz 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:

Lakecia Stanford

Name of Person

Revantage Corporate Services

Firm/Company

233 S. Wacker Drive, Suite 4700

Address

Chicago, IL 60606

City/State and Zip Code

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

For further information concerning this matter, please call:

Lakecia Stanford

312 466-3413
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

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. BRE Tampa Distribution Center Mezz 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
(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied for
(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. 233 S. Wacker Drive, Suite 4700
(Street Address of Principal Office)

6. 233 S. Wacker Drive, Suite 4700
(Mailing Address)

Chicago, IL 60606

Chicago, IL 60606

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.

Corporation Service Company
By: 

(Registered agent's signature)

Lydia Cohen
Asst. Vice President

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JUN - 3 11 55 AM '03
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

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

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

☐ Manager Name: BRE 5080 Hallmark Parent LLC

☒ Member Address: 233 S. Wacker Dr., Suite 4700

☐ Authorized Chicago, IL 60606

Person _____

☐ Other _____ ☐ 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: See attached

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

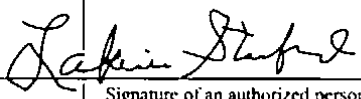
Person _____

☐ 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

Lakecia Stanford, Assistant Secretary

Typed or printed name of signer

**FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

ATTACHMENT TO THE APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

ENTITY NAME: BRE TAMPA DISTRIBUTION CENTER MEZZ LLC

8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/mangers or persons authorized to managed:

<u>Title or Capacity</u>	<u>Name and Address</u>
Senior Managing Director and Vice President	A.J. Agarwal 345 Park Avenue New York, NY 10154
Senior Managing Director and President	Kenneth A. Caplan 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Frank Cohen 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Giovanni Cutaia 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Robert Harper 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Tyler Henritze 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Kathleen McCarthy 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Nadeem Meghji 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	William J. Stein 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Wesley LePatner 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Jacob Werner 345 Park Avenue New York, NY 10154
Senior Managing Director and Vice President	Michael Lascher 345 Park Avenue New York, NY 10154
Managing Director and Vice President	Doug Armer 345 Park Avenue New York, NY 10154
Managing Director and Vice President	Anthony Beovich 345 Park Avenue New York, NY 10154

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Managing Director and Vice President		Byron Blount 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Andrea Drasites 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Olivia Hamlet 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Patrick Kassen 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Brian Kim 345 Park Avenue New York, NY 10154
Managing Director and Vice President		David Levine 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Qahir Madhany 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Anthony F. Marone, Jr. 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Melissa Pianko 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Paul Quinlan 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Matthew Skurbe 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Karen Sprogis 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Michael Wiebolt 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Leon Volchyok 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Joshua Carson 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Eric Wu 345 Park Avenue New York, NY 10154
Managing Director and Vice President		Ryan Ingle 345 Park Avenue New York, NY 10154
Vice President		Jeff Nirenberg 345 Park Avenue New York, NY 10154
Chief Accounting Officer		Cindy Chieffo

		233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Chief Accounting Officer		Julie Firman 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Vice President – Accounting		Michael Beringer 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Vice President – Treasury		Gen Cabonargi 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Vice President – Tax		Marikay Klank 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Vice President – Tax		Luis Corona 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Assistant Secretary		Joseph Valane 50 S. 16th Street, Suite 3325 Philadelphia, PA 19102
Assistant Secretary		Leslie Robelly 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Assistant Secretary		Brittany Covell 10920 Via Frontera, Suite 220 San Diego, CA 92127
Assistant Secretary		Lakecia Stanford 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Assistant Secretary		Eric Leaner 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Authorized Signatory		Benjamin P. Harris 90 Park Ave, 32nd Floor New York, NY 10016
Authorized Signatory		Nicholas L. Pell 90 Park Ave, 32nd Floor New York, NY 10016
Authorized Signatory		John Collins 233 W. Wacker Drive, Suite 4700 Chicago, IL 60606
Authorized Signatory		Sonya A Huffman 220 Commerce Dr, Suite 400 Fort Washington, PA 19034
Authorized Signatory		Edward J. Matey Jr. 90 Park Ave, 32nd Floor New York, NY 10016

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FILED
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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Delaware

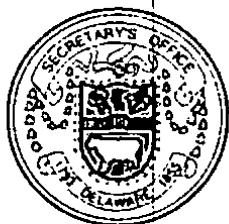
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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE TAMPA DISTRIBUTION CENTER MEZZ 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 THIRD DAY OF JUNE, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRE TAMPA DISTRIBUTION CENTER MEZZ LLC" WAS FORMED ON THE THIRTY-FIRST DAY OF MAY, A.D. 2019.

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




Jeffrey W. Bullock, Secretary of State

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SR# 20195195996

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

Authentication: 202947753

Date: 06-03-19