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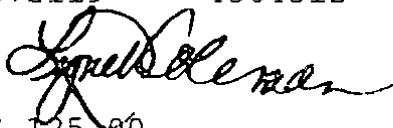
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B KINSEY
AUG 07 2019

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

ACCOUNT NO. : I20000000195
REFERENCE : 872119 4304512
AUTHORIZATION : 
COST LIMIT : \$ 125.00

ORDER DATE : August 6, 2019

ORDER TIME : 12:25 PM

ORDER NO. : 872119-015

CUSTOMER NO: 4304512

FOREIGN FILINGS

NAME: HPA BORROWER 2019-2 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: Amanda Robinson -- EXT# 62968

EXAMINER: _____

COVER LETTER

**TO: Registration Section
 Division of Corporations**

SUBJECT: HPA Borrower 2019-2 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:

Diane M. Rittmanic

Name of Person

HPA Borrower 2019-2 LLC

Firm/Company

120 S. Riverside Plaza, Suite 2000

Address

Chicago, IL 60606

City/State and Zip Code

drittmanic@homepartners.com

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

For further information concerning this matter, please call:

Diane M. Rittmanic

877

234-5155

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

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Enclosed is a check for the following amount:

☐ \$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. HPA Borrower 2019-2 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. 84-2586705
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

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

5. 120 S. Riverside Plaza, Suite 2000, Chicago, IL 60606

(Street Address of Principal Office)

6. 120 S. Riverside Plaza, Suite 2000, Chicago, IL 60606

(Mailing Address)

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 corporation 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. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

See attached.

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.)

Diane M. Rittmanic
Signature of an authorized person

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.

Diane M. Rittmanic, Senior Vice President, Finance
Typed or printed name of signee

Authorized Officers of HPA Borrower 2019-2 LLC:

Name:	Title:	Address:
William J. Young	President	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Benjamin Hellweg	Senior Vice President, Chief Investment Officer	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Jonathan Babb	Senior Vice President, General Counsel, Secretary	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Joe Florczak	Senior Vice President, Operations	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Diane M. Rittmanic	Senior Vice President, Finance	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Patrick M. Esper	Senior Vice President, Controller	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Brian Liecthy	Senior Vice President, New Business Development	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606

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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 "HPA BORROWER 2019-2 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 SIXTH DAY OF AUGUST, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HPA BORROWER 2019-2 LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF JULY, 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.

7536998 8300

SR# 20196358355

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

Authentication: 203356129

Date: 08-06-19