

Florida Department of State

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**Foreign Limited Liability Company
HOLDEN DELRAY ALLIANCE, LLC**

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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. Holden Delray Alliance, LLC
(Name of Foreign Limited Liability Company; 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. 2525 E. Camelback Road
(If known, if applicable)

4. 2525 E. Camelback Road
(State first name and business of Florida, if prior to registration. (See sections 605.0901 & 605.0902, F.S. to determine priority liability.)

5. Suite 500
(Street Address of Principal Office)

6. Suite 500
(Mailing Address)

Phoenix, AZ 85016
(City)

Phoenix, AZ 85016
(Zip code)

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

Name: C.T. Corporation System

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.

By: C.T. Corporation System Michael E. Jones Michael E. Jones, Asst. Secy
(Registered agent's signature)

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: Brian P. Austin

☒ Member Address: _____

☐ Authorized _____

Person 820 Gessner, Suite 1000

Houston, Texas 77024

☐ Other _____ ☐ Other _____

☐ Manager Name: Nicholas J. Chapman

☒ Member Address: _____

☐ Authorized _____

Person 2525 E. Camelback Road, Suite 500

Phoenix, Arizona 85016

☐ Other _____ ☐ Other _____

☐ Manager Name: Michael Ging

☒ Member Address: 1800 Boca Center

☐ Authorized _____

Person 1800 North Military Trail, Suite 250

Boca Raton, Florida 33431

☐ Other _____ ☐ Other _____

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

☐ Manager Name: Robert G. Weston, Jr.

☒ Member Address: _____

☐ Authorized _____

Person 2525 E. Camelback Road, Suite 500

Phoenix, Arizona 85016

☐ Other _____ ☐ Other _____

☐ Manager Name: Patrick W. Dages

☒ Member Address: _____

☐ Authorized _____

Person 355 NE Ford Street

McMinnville, Oregon 97128

☐ Other _____ ☐ Other _____

☐ Manager Name: Robert M. Hall

☒ Member Address: 1800 Boca Center

☐ Authorized _____

Person 1800 North Military Trail, Suite 250

Boca Raton, Florida 33431

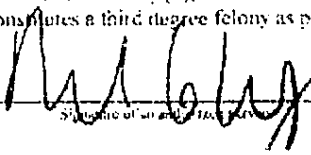
☐ Other _____ ☐ Other _____

See Attachment For Additional Members

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.



 Robert G. Weston, Jr.
 Typed or printed name of signer

**ATTACHMENT TO APPLICATION FOR REGISTRATION OF A
FOREIGN LIMITED LIABILITY COMPANY
HOLDEN DELRAY ALLIANCE, LLC**

ADDITIONAL MEMBERS:

HRE Holdings, LLC
2525 E. Camelback Road, Suite 500
Phoenix, Arizona 85016

John T. Rippel
820 Gessner, Suite 1000
Houston, Texas 77024

Baker Street Holdings, L.L.C.
2525 E. Camelback Road, Suite 500
Phoenix, Arizona 85016

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Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOLDEN DELRAY ALLIANCE, 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 SEVENTH DAY OF AUGUST, A.D. 2019.

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

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA



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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 203367762

Date: 08-07-19