

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

IN COMPLIANCE WITH SECTION 605.042, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Broadstone West Palm Beach Alliance, 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. (FEI number, if applicable)

4. (Date that transacted business in Florida, if prior to registration. (See sections 605.044 & 605.045, F.S. to determine parity liability))

5. 2525 E. Camelback Road, Suite 500
(Street Address of Principal Office)
Phoenix, Arizona 85016

6. 2525 E. Camelback Road, Suite 500
(Home Address)
Phoenix, Arizona 85016

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)

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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
(Registered agent's signature)

Michael E. Jones
Assistant Secretary

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 _____

Title or Capacity: Name and Address:

Manager Name: Baker Street Holdings, L.L.C.,

Member Address: _____

Authorized _____

Person 2525 E. Camelback Road, Suite 500

Phoenix, Arizona 85016

Other _____ Other _____

Manager Name: Nicholas J. Chapman

Member Address: _____

Authorized _____

Person 2525 E. Camelback Road, Suite 500

Phoenix, Arizona 85016

Other _____ Other _____

Manager Name: Patrick W. Dukes

Member Address: _____

Authorized _____

Person 355 NE Ford Street

McMinnville, Oregon 97128

Other _____ Other _____

Manager Name: Michael Ging

Member Address: _____

Authorized _____

Person 1800 Boca Center

1800 North Military Trail, Suite 250

Boca Raton, Florida 33431

Other _____ Other _____

Manager Name: Robert G. Weston, Jr.

Member Address: _____

Authorized _____

Person 2525 E. Camelback Road, Suite 500

Phoenix, Arizona 85016

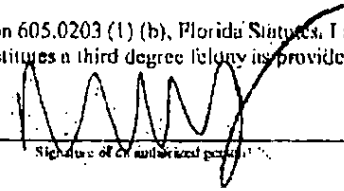
Other _____ Other _____

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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

Robert G. Weston, Jr.

 Typed or printed name of signer

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROADSTONE WEST PALM BEACH 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 SIXTH DAY OF SEPTEMBER, A.D. 2019.

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



7589091 8300

SR# 20196916826

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

Handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203548111

Date: 09-06-19