



COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Duke Countyline 8, 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:

Sue Larson  
Name of Person

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Duke Realty Corporation  
Firm/Company

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3715 Davinci Court, Suite 300  
Address

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Peachtree Corners, GA 30092  
City/State and Zip Code

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sue.larson@dukerealty.com  
E-mail address: (to be used for future annual report notification)

TALLAHASSEE, FLORIDA  
2019 SEP 20 PM 4:42

For further information concerning this matter, please call:

Margaret English at (770) 717-2429  
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:

- \$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. Duke Countyline 8, 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 first transacted business in Florida, if prior to registration.)  
 (See sections 605.0904 & 605.0905, F.S. in determine penalty liability.)

5. 600 E. 96th Street, Suite 100  
(Street Address of Principal Office)  
 Attn.: Legal  
Indianapolis, IN 46240

6. \_\_\_\_\_  
(Mailing Address)

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

Name: CT 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.*

**Angel Shearer**  
 Assistant Secretary  
 \_\_\_\_\_  
(Registered agent's signature)

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

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<u>sole member/ managing member</u>	<u>Duke Realty Limited Partnership 600 E. 96th Street, Suite 100 Indianapolis, IN 46240</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(Use attachments if necessary)

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.

J. Christopher Brown  
 Signature of an authorized person

J. Christopher Brown, Senior Vice President of Duke Realty Corporation, general partner of Duke Realty Limited Partnership, sole member of Duke Countyline 8, LLC  
 Typed or printed name of signer

219 SEP 20 PM 11:42  
 ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED  
 DATE 08-11-20 BY 60322 UC/ML/STP

**LIMITED LIABILITY COMPANY AGREEMENT  
OF  
DUKE COUNTYLINE 8, LLC**

**THIS LIMITED LIABILITY COMPANY AGREEMENT** (this "Agreement") of **DUKE COUNTYLINE 8, LLC**, a Delaware limited liability company (the "Company"), is adopted as of September 17, 2019 (the "Effective Date"), by Duke Realty Limited Partnership, an Indiana limited partnership (the "Sole Member"), as the sole member of the Company.

1. Formation; Purpose and Business; Powers

The Company was formed as a limited liability company under the Delaware Limited Liability Company Law, pursuant to a Certificate of Formation that was filed on **September 17, 2019**, with the Secretary of State of Delaware. The purpose and nature of the business to be conducted by the Company is to conduct any business that may be lawfully conducted by a limited liability company organized pursuant to the Delaware Limited Liability Company Law. The Company is empowered to do any and all acts and things necessary, appropriate, proper, advisable, incidental to or convenient for the furtherance and accomplishment of the purposes and business described herein and for the protection and benefit of the Company; provided, however, the Company shall not take any action which, in the judgment of the Sole Member, in its sole and absolute discretion, could violate any law or regulation of any governmental body or agency.

2. Members; Management

The Sole Member is the sole member of the Company. As provided in the Delaware Limited Liability Company Law, the entire management of the Company is vested in Sole Member as the managing member. This Agreement is the limited liability company agreement of the Company. The Company shall be governed by the Delaware Limited Liability Company Law and this Agreement.

3. Exculpation

Neither J. Samuel O'Briant, as organizer of the Company (the "Organizer"), nor the Sole Member shall be liable to the Company for damages or otherwise with respect to any actions taken or not taken in good faith and reasonably believed by such Organizer or Sole Member, respectively, to be in the best interests of the Company, except to the extent any related loss results from fraud, gross negligence or willful or wanton misconduct on the part of the Organizer or the Sole Member, respectively, or the material breach of any obligation under this Agreement or of any fiduciary duties owed to the Company by such Organizer or Sole Member, respectively.

4. Indemnification

The Company shall indemnify, hold harmless and defend, to the fullest extent permitted by law, the Organizer and the Sole Member, in its capacity as a member, managing member, or officer, from and against any loss, expense, damage or injury suffered or sustained by reason of any acts or omissions arising out of the activities of the Organizer and the Sole Member, respectively, on behalf of the Company or in furtherance of the interests of the Company, including but not limited to any judgment, award, settlement, reasonable attorneys' fees and

other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding or claim.

5. Tax Treatment

The Sole Member intends that the Company be disregarded as a separate entity for Federal income tax purposes pursuant to Treasury Regulation § 301.7701-3. Accordingly, no election to the contrary shall be filed by or on behalf of the Company and all income, gain, loss, deduction and credit of the Company shall be reported by Sole Member on its returns.

6. Limitation of Liability

All persons dealing with the Sole Member shall look solely to the Company property for satisfaction of claims of any nature. Any obligations or liability whatsoever of the Company which may arise at any time under this Agreement or any obligation or liability which may be incurred by it pursuant to any other instrument, transaction or undertaking contemplated hereby shall be satisfied, if at all, out of the Company assets only. No such obligation or liability shall be personally binding upon, nor shall resort for the enforcement thereof be had to, the property of the Sole Member, regardless of whether such obligation or liability is in the nature of contract, tort or otherwise.

[Signature Page Follows]

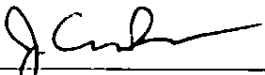
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Sole Member has duly executed this Company Agreement as of the Effective Date.

Sole Member:

Duke Realty Limited Partnership, an Indiana limited partnership

By: Duke Realty Corporation, an Indiana corporation, its general partner

By:   
\_\_\_\_\_  
Christopher Brown  
Senior Vice President

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TALLAHASSEE, FLORIDA

# Delaware

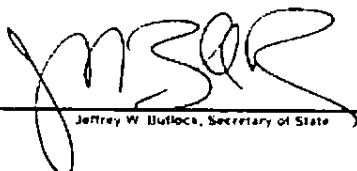
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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUKE COUNTYLINE 8, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2019.

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TALLAHASSEE, FLORIDA



  
Jeffrey W. Bullock, Secretary of State

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SR# 20197073137

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

Authentication: 203614373

Date: 09-17-19