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TALLAHASSEE, FLORIDA

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✓

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

ACCOUNT NO. : I20000000195

REFERENCE : 059348 8182938

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : November 21, 2019

ORDER TIME : 12:40 PM

ORDER NO. : 059348-010

CUSTOMER NO: 8182938

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FOREIGN FILINGS

NAME: BCORE SUNNY GROVE 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: BCORE Sunny Grove 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:

Danielle Sands

Name of Person

Revantage Corporate Services

Firm/Company

233 S. Wacker Dr., 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:

Danielle Sands

312

466-3400

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

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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. BCORE Sunny Grove 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 Dr., Suite 4700

(Street Address of Principal Office)

Chicago, IL 60606

6. 233 S. Wacker Dr., Suite 4700

(Mailing Address)

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

(City)

Florida

32301

(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: Roxanne Turner
Corporation Service Company

(Registered agent's signature)

Roxanne Turner
Asst. Vice President

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: BREIT TH MHC Holdco LLC

☒ Member Address: 233 S. Wakcer 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 _____

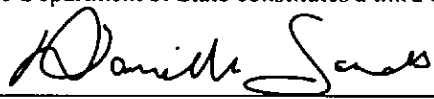
☐ Other _____ ☐ Other _____

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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

Danielle Sands

Typed or printed name of signee

FLORIDA DEPARTMENT OF STATE

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

BCORE SUNNY GROVE LLC

8. Names, titles and capacity and address of the primary members/managers or person authorized to manage:

<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 Arner

BCORE SUNNY GROVE LLC

	345 Park Avenue New York, NY 10154
Managing Director and Vice President	Anthony Beovich 345 Park Avenue New York, NY 10154
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 John 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

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BCORE SUNNY GROVE LLC

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
Chief Accounting Officer	Nicole Grimaldi 233 S. Wacker Drive, Suite 4700 Chicago, IL 60606
Vice President – Accounting	Michael Beringer 233 S. Wacker Drive, Suite 4700 Chicago, IL 60606
Senior Director – Treasury	Marc Lenihan 233 S. Wacker Drive, Suite 4700 Chicago, IL 60606
Vice President – Tax	Marikay Klank 233 S. 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 S. 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 S. Wacker Drive, Suite 4700 Chicago, IL 60606
Assistant Secretary	Danielle Sands 233 S. Wacker Drive, Suite 4700 Chicago, IL 60606
Assistant Secretary	Eric Leaner 233 S. Wacker Drive, Suite 4700 Chicago, IL 60606

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JUDICIAL CIRCUIT IN AND FOR
NORTH FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BCORE SUNNY GROVE 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 TWENTY-FIRST DAY OF NOVEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BCORE SUNNY GROVE LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2019.

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

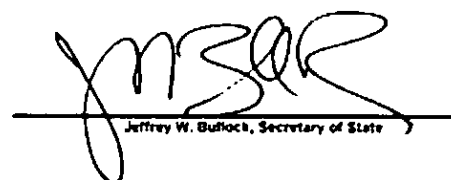
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SR# 20198231679

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


Jeffrey W. Bullock, Secretary of State

Authentication: 204061300

Date: 11-21-19