

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

ACCOUNT NO. : I20000000195

REFERENCE : 074085 430451

AUTHORIZATION :

COST LIMIT : \$125.00

FILED
2019 DEC -4 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 3, 2019

ORDER TIME : 9:27 AM

ORDER NO. : 074085-015

CUSTOMER NO: 4304512

FOREIGN FILINGS

NAME: HPA II BORROWER 2019-1 GA 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: Kadesha Roberson -- EXT# 62980

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HPA II Borrower 2019-1 GA 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:

Name of Person
HPA II Borrower 2019-1 GA LLC
Firm/Company
120 S. Riverside Plaza, Suite 2000
Address
Chicago, IL 60606
City/State and Zip Code
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Jonathan C. Babb at (877) 234-5155
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. HPA II Borrower 2019-1 GA 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. applied for
(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
company is organized)

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: Roxanne Turner Corporation Service Company Roxanne Turner
(Registered agent's signature) (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)

[Signature]
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.

Jonathan C. Babb, Senior Vice President, General Counsel and Secretary

Typed or printed name of signee

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2019 DEC -4 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Authorized Officers of HPA II Borrower 2019-1 GA 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 C. 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
Patrick M. Esper ✓	Senior Vice President, Controller	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Elizabeth Kirscher ✓	Senior Vice President, Human Capital	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Xiaofei (Figgo) Li	Senior Vice President, Software Development	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Brian Liechty	Senior Vice President, New Business Development	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Nicole Montecalvo	Vice President, Capital Markets and Treasury	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Sandra Bauer	Assistant Secretary	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606
Pedro Hernandez	Assistant Secretary	120 S. Riverside Plaza, Suite 2000 Chicago, IL 60606

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HPA II BORROWER 2019-1 GA 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 THIRD DAY OF DECEMBER, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HPA II BORROWER 2019-1 GA LLC" WAS FORMED ON THE EIGHTH DAY OF NOVEMBER,

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

FILED
2019 DEC 4 PM 4:51
STATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA



7695031 8300

SR# 20198409827

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


Jeffrey W. Bullock, Secretary of State

Authentication: 204126950

Date: 12-03-19