

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

ACCOUNT NO. : I20000000195

REFERENCE : 342900 4302216

AUTHORIZATION : 

COST LIMIT : \$ 125.00

ORDER DATE : July 6, 2020

ORDER TIME : 10:43 AM

ORDER NO. : 342900-010

CUSTOMER NO: 4302216

FOREIGN FILINGS

NAME: MHC CMBS MASTER TRS 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: MHC CMBS Master TRS 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:

Matthew Dabrowski

Name of Person

Centerbridge Partners, L.P.

Firm/Company

375 Park Avenue, 11th Floor

Address

New York, NY 10152

City/State and Zip Code

mdabrowski@centerbridge.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel Feiger

212

455-3212

at (_____) _____

Name of Contact Person

Area Code

Daytime Telephone Number

Mailing Address:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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

**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. MHC CMBS Master TRS 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 - July 1, 2020
(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. to determine penalty liability)

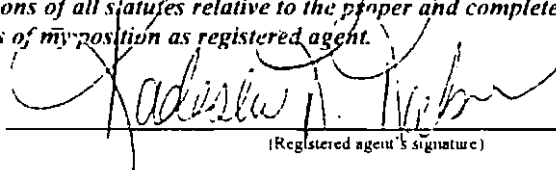
5. <u>375 Park Avenue</u> (Street Address of Principal Office)	6. <u>MHC CMBS Master TRS LLC</u> (Mailing Address)
<u>11th Floor</u>	<u>c/o Centerbridge Partners, L.P.</u>
<u>New York, NY 10152</u>	<u>375 Park Avenue, 11th Floor, New York, NY 10152</u>

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

Name:	<u>Corporation Service Company</u>
Office Address:	<u>1201 Hays Street</u>
	<u>Tallahassee</u> , Florida <u>32301</u>
	(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.


(Registered agent's signature)

Kadesha Roberson
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: Matthew Dabrowski

☐ Member Address: c/o Centerbridge Partners, L.P.

☐ Authorized 375 Park Avenue, 11th Floor

New York, NY 10152

 Person

☒ Other Managing Director ☐ Other _____

☐ Manager Name: William D. Rahm

☐ Member Address: c/o Centerbridge Partners, L.P.

☐ Authorized 375 Park Avenue, 11th Floor

New York, NY 10152

 Person

☒ Other Senior Managing Director ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

 Person _____

☐ Other _____ ☐ Other _____

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

☐ Manager Name: Elizabeth Raun Schlesinger

☐ Member Address: c/o Centerbridge Partners, L.P.

☐ Authorized 375 Park Avenue, 11th Floor

New York, NY 10152

 Person

☒ Other Managing Director and President ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

 Person _____

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

 Person _____

☐ Other _____ ☐ Other _____

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)

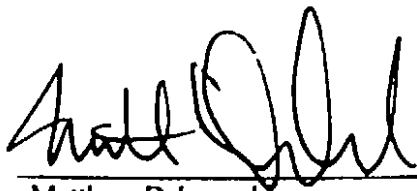
10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

See attached

Signature of an authorized person

See attached

Typed or printed name of signee

A handwritten signature in black ink, appearing to read 'Matthew Dabrowski', written over a horizontal line.

By:

Name: Matthew Dabrowski

Title: Managing Director

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MHC CMBS MASTER TRS 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 JULY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MHC CMBS MASTER TRS LLC" WAS FORMED ON THE FIRST DAY OF JULY, A.D. 2020.

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



3172260 8300

SR# 20206066690

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203226271

Date: 07-06-20

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