

5/13/2021

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Florida Department of State
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To:

Division of Corporations
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Account Name : C T CORPORATION SYSTEM
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SECRETARY OF STATE

Foreign Limited Liability Company
BROADSTONE WEST PALM BEACH ALLIANCE DEVELOPER, LLC

Certificate of Status	0
Certified Copy	1
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HONOR ORIGINAL DATE 05-13-2021

SMF
5/19/21

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

IN COMPLIANCE WITH SECTION 605.002, 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 Developer, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC")

(If name not available, 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. _____
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. May 10, 2021
(Date first transacted business in Florida, if prior to registration)
(See sections 605.0064 & 605.0905, F.S. to determine priority liability)

5. 7135 E. Camelback Road, Suite 360 6. 7135 E. Camelback Road, Suite 360
(Street Address of Principal Office) (Mailing Address)

Scottsdale, AZ 85251 Scottsdale, AZ 85251

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)

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.

Ry: C.T. Corporation System
by Chris Rickard, Assistant Secretary
(Registered agent's signature)

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: 820 Gessner, Suite 1000
☐ Authorized Houston, TX 77024
 Person _____
☐ Other _____ ☐ Other _____

☐ Manager Name: Michael Ging
☒ Member Address: 1800 N. Military Tr., Ste. 250
☐ Authorized Boca Raton, FL 33431
 Person _____
☐ Other _____ ☐ Other _____

☐ Manager Name: Robert G. Weston, Jr.
☒ Member Address: 7135 E. Camelback Rd., Ste. 360
☐ Authorized Scottsdale, AZ 85251
 Person _____
☐ Other _____ ☐ Other _____

Title or Capacity: _____ Name and Address: _____
☐ Manager Name: Nicholas J. Chapman
☒ Member Address: 7135 E. Camelback Rd., Ste. 360
☐ Authorized Scottsdale, AZ 85251
 Person _____
☐ Other _____ ☐ Other _____

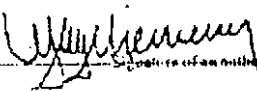
☐ Manager Name: HRE Holdings, LLC
☒ Member Address: 7135 E. Camelback Rd. Ste. 360
☐ Authorized Scottsdale, AZ 85251
 Person _____
☐ Other _____ ☐ Other _____

☐ Manager Name: Baker Street Holdings, L.L.C.
☒ Member Address: 7135 E. Camelback Rd., Ste. 360
☐ Authorized Scottsdale, AZ 85251
 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.



 V. Jay Hiemenz, Member, HRE Holdings, LLC

 Typed or printed name of signer

**ADDITIONAL MEMBERS OF
BROADSTONE WEST PALM BEACH ALLIANCE DEVELOPER, LLC**

Patrick W. Dukes
355 NE Ford Street
McMinnville, Oregon 97128

Robert M. Hall
1800 Boca Center
1800 North Military Trail, Suite
Boca Raton, Florida 33431

John T. Rippel
820 Gessner, Suite 1000
Houston, Texas 77024

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BROADSTONE WEST PALM BEACH ALLIANCE
DEVELOPER, 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 TWELFTH DAY OF MAY,
A.D. 2021.

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


Jeffrey W. Bullock, Secretary of State

5908976 8300

SR# 20211747731

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

Authentication: 203190666

Date: 05-12-21