

MA21000011509

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

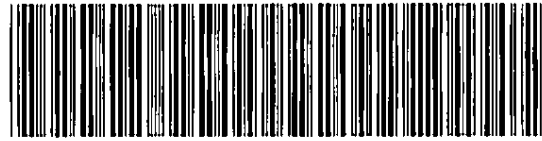
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W21-114693 SRL

Office Use Only



700370917027

FILED

2021 AUG 31 PM 1:05

DEPARTMENT OF STATE  
TALLAHASSEE, FL

RECEIVED

2021 AUG 18 PM 3:28

DEPARTMENT OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 19, 2021

CT

SUBJECT: PROSE AVALON POINTE ALLIANCE DEVELOPER, LLC  
Ref. Number: W21000114693

We have received your document for PROSE AVALON POINTE ALLIANCE DEVELOPER, LLC. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please list you managers and member in section 8 on the application.,

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Suzanne Hawkes  
Regulatory II

Letter Number: 521A00019931

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 08/18/2021

Acc#120160000072

*en: c DW*

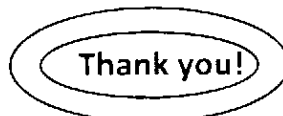
Name:	Prose Avalon Pointe Alliance Developer, LLC
Document #:	
Order #:	13838429-11

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of:	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input checked="" type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 130.00



COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Prose Avalon Pointe Alliance Developer, 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:

Toni Weinstein

Name of Person

Dentons US LLP

Firm/Company

2000 McKinney Avenue, Suite 1900

Address

Dallas, TX 75201

City/State and Zip Code

toni.weinstein@dentons.com

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

For further information concerning this matter, please call:

Stacey Duncan

Name of Contact Person

816

at ( )

Area Code

460-2557

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. Prose Avalon Pointe Alliance Developer, 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.")

Delaware

2. (Jurisdiction under the law of which foreign limited liability company is organized)

3. (FEI number, if applicable)

August 16, 2021

4. (Date first transacted business in Florida, if prior to registration.)  
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

7135 E. Camelback Road, Suite 360

7135 E. Camelback Road, Suite 360

5. (Street Address of Principal Office)

6. (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.

By: Jin Song, Assistant Secretary  
(Registered agent's signature)

FILED  
2021 AUG 31 PM 1:06  
STATE OF FLORIDA  
TALLAHASSEE, FL

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]:

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: Robert W. Anderson	<input type="checkbox"/> Manager	Name: Brian P. Austin
<input checked="" type="checkbox"/> Member	Address: 222 West Comstock Avenue	<input checked="" type="checkbox"/> Member	Address: 820 Gessner, Suite 1000
<input type="checkbox"/> Authorized	Suite 115	<input type="checkbox"/> Authorized	Houston, TX 77024
Person	Winter Park, FL 32789	Person	
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other
<input type="checkbox"/> Manager	Name: Baker Street Holdings, L.L.C.	<input type="checkbox"/> Manager	Name: Nicholas J. Chapman
<input checked="" type="checkbox"/> Member	Address: 7135 E. Camelback Road	<input checked="" type="checkbox"/> Member	Address: 7135 E. Camelback Road
<input type="checkbox"/> Authorized	Suite 360	<input type="checkbox"/> Authorized	Suite 360
Person	Scottsdale, AZ 85251	Person	Scottsdale, AZ 85251
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other
<input type="checkbox"/> Manager	Name: Patrick W. Dukes	<input type="checkbox"/> Manager	Name: Michael Ging
<input checked="" type="checkbox"/> Member	Address: 355 NE Ford Street	<input checked="" type="checkbox"/> Member	Address: 1800 Boca Center
<input type="checkbox"/> Authorized	McMinnville, OR 97128	<input type="checkbox"/> Authorized	1800 North Military Trail, Ste. 250
Person		Person	Boca Raton, FL 33431
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> 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.

  
Signature of an authorized person

V. Jay Hiemenz, Member, HRE Holdings, LLC

Typed or printed name of signer

**ADDITIONAL MEMBERS OF PROSE AVALON POINTE ALLIANCE DEVELOPER, LLC**

HRE Holdings, LLC  
7135 E. Camelback Road, Suite 360  
Scottsdale, Arizona 85251

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

Robert G. Weston, Jr.  
7135 E. Camelback Road, Suite 360  
Scottsdale, Arizona 85251

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSE AVALON POINTE 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 EIGHTEENTH DAY OF AUGUST, A.D. 2021.

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



6170376 8300

SR# 20213012116

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 203948104

Date: 08-18-21