

M21000016118

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

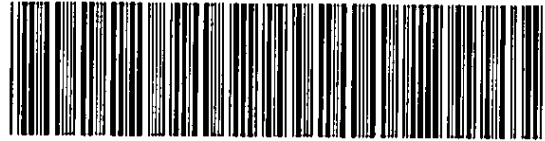
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEC - 2 2021
T. LEMIEUX

**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. BWREFII Flagler 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. _____
(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. One North Federal Highway, Suite 300
(Street Address of Principal Office)

6. One North Federal Highway, Suite 300
(Mailing Address)

Boca Raton, Florida 33432

Boca Raton, Florida 33432

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

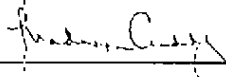
Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, FL 33324
(City) , Florida (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)
Madonna Cuddihy, Assistant Secretary

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>
<input checked="" type="checkbox"/> Manager	Name: Blue Water Real Estate Fund II LI
<input checked="" type="checkbox"/> Member	Address: One North Federal Highway
<input type="checkbox"/> Authorized	Suite 300
Person	Boca Raton, Florida 33432
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____
Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____
Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____
Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____
Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____
Person	_____
<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

Benjamin H. Griswold

Typed or printed name of signer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF FORMATION OF "BWREFII FLAGLER LLC",
FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER,
A.D. 2021, AT 11:28 O'CLOCK A.M.



6264035 8100
SR# 20213349025

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

A handwritten signature in black ink, appearing to read "JBullock", is 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: 204257793
Date: 09-27-21

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:28 AM 09/27/2021
FILED 11:28 AM 09/27/2021
SR 20213349025 - File Number 6264035

**CERTIFICATE OF FORMATION
OF
BWREFII FLAGLER LLC**

*Adopted in accordance with the provisions of §18-101
of the Delaware Limited Liability Company Act*

The undersigned, being duly authorized to execute and file this Certificate of Formation for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. Section 18-101, et seq., does hereby certify as follows:


FIRST

The name of the limited liability company is BWREFII Flagler LLC.

SECOND

The address of the limited liability company's registered office in the State of Delaware is 1209 Orange Street, Corporation Trust Center, in the City of Wilmington, County of New Castle, Delaware 19801. The name and address of the registered agent for service of process on the limited liability company in the State of Delaware are The Corporation Trust Company, 1209 Orange Street, Corporation Trust Center, in the City of Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the 24 day of September, 2021.


Benjamin Griswold (Sep 24, 2021 12:33 EDT)

Name: Benjamin H. Griswold
Title: Authorized Person

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BWREFII FLAGLER 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-SEVENTH DAY OF SEPTEMBER, A.D. 2021.



6264035 8300

SR# 20213349025

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

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

Authentication: 204257794

Date: 09-27-21