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(Requeror's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

MAIL

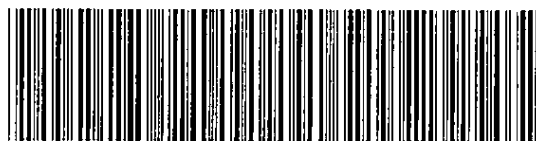
(Business Entity Name)

(Document Number)

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

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SECTION 11  
TALLAHASSEE, FL

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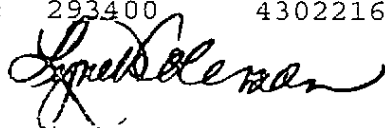
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... ..

**S. ROBERTS**

DEC 13 2021

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

ACCOUNT NO. : I20000000195  
REFERENCE : 293400 4302216  
AUTHORIZATION :   
COST LIMIT : \$ 160.00

-----  
ORDER DATE : December 10, 2021

ORDER TIME : 9:58 AM

ORDER NO. : 293400-040

CUSTOMER NO: 4302216  
-----

FOREIGN FILINGS

NAME: MHC CMBS MASTER TRS II LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

**COVER LETTER**

**TO: Registration Section  
Division of Corporations**

**SUBJECT: MHC CMBS MASTER TRS II 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:

Chris Hildebrand

\_\_\_\_\_  
Name of Person

MHC CMBS MASTER TRS II LLC

\_\_\_\_\_  
Firm/Company

c/o Merit Hill Capital, LP, 41 Flatbush Avenue, Suite 3C

\_\_\_\_\_  
Address

Brooklyn NY, 11217

\_\_\_\_\_  
City/State and Zip Code

accounting@merithillcapital.com

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

For further information concerning this matter, please call:

Chris Hildebrand

929

283-6785

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**

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 II 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)

c/o MHC REIT I OWNER LLC  
5. \_\_\_\_\_  
(Street Address of Principal Office)

41 Flatbush Avenue, Suite 3C

Brooklyn NY, 11217

c/o MHC REIT I OWNER LLC  
6. \_\_\_\_\_  
(Mailing Address)

41 Flatbush Avenue, Suite 3C

Brooklyn NY, 11217

FILED  
2021 DEC 13 PM 1:30  
TALLAHASSEE, FL

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 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.

Corporation Service Company

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: MHC CMBS MEZZ A II LLC

☒ Member Address: c/o Merit Hill Capital, LP

☐ Authorized 41 Flatbush Avenue, Suite 3C

Person Brooklyn NY, 11217

☐ Other ☐ Other

☐ Manager Name: \_\_\_\_\_

☐ Member Address: \_\_\_\_\_

☐ Authorized \_\_\_\_\_

Person \_\_\_\_\_

☐ Other ☐ Other

☐ Manager Name: \_\_\_\_\_

☐ Member Address: \_\_\_\_\_

☐ Authorized \_\_\_\_\_

Person \_\_\_\_\_

☐ Other ☐ Other

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

☐ Manager Name: \_\_\_\_\_

☐ Member Address: \_\_\_\_\_

☐ Authorized \_\_\_\_\_

Person \_\_\_\_\_

☐ Other ☐ Other

☐ Manager Name: \_\_\_\_\_

☐ Member Address: \_\_\_\_\_

☐ Authorized \_\_\_\_\_

Person \_\_\_\_\_

☐ Other ☐ Other

☐ Manager Name: \_\_\_\_\_

☐ Member Address: \_\_\_\_\_

☐ Authorized \_\_\_\_\_

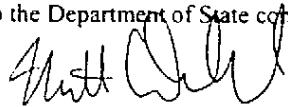
Person \_\_\_\_\_

☐ 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.



Signature of an authorized person

Matthew Dabrowski

Typed or printed name of signee

# 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 II 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 TENTH DAY OF DECEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MHC CMBS MASTER TRS II LLC" WAS FORMED ON THE SECOND DAY OF DECEMBER, A.D. 2021.

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



  
Jeffrey W. Bullock, Secretary of State

6440021 8300

SR# 20214054758

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

Authentication: 204942917

Date: 12-10-21