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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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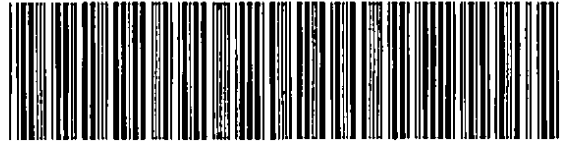
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Y. SCOTT

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DarrowEverett^{LLP}

Attorneys & Business Advisors

JASMINE L. CARCIERI, PARALEGAL
JCARCIERI@DARROWEVERETT.COM

PROVIDENCE OFFICE:
One Turks Head Place
Suite 1200
Providence, RI 02903
Tel: (401) 453-1200
Fax: (401) 453-1201

March 18, 2022

Via FedEx

Florida Department of State
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe St., Suite 810
Tallahassee, FL 32303

**In Re: Application by Foreign Limited Liability Company for Authorization
to Transact Business in Florida – BH South Dixie SL Mall LLC**

To Whom It May Concern:

This correspondence serves as our request for Foreign Business Registration on behalf of applicant in the State of Florida: BH South Dixie SL Mall LLC, a Delaware limited liability company.

Enclosed, please find completed and executed Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida; Certificate of Good Standing issued by company's domiciled state of Delaware; and check in the amount of \$160.00 to cover the Filing Fee, Certificate of Status, and Certified Copy Fee.

Should you require any additional information or documentation to process these filings, please do not hesitate to contact me at (401) 453-1200, or at the above listed e-mail.

Thank you for your direct attention to this matter.

With kind regards,

Jasmine Carcieri
Jasmine Carcieri

Enclosur

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TALLAHASSEE, FL

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: BH South Dixie SL Mall 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:

Jasmine Carcieri

Name of Person

DarrowEverett LLP

Firm/Company

One Turks Head Pl., Suite 1200

Address

Providence, RI 02903

City/State and Zip Code

jcarcieri@darroverett.com

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

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TALLAHASSEE, FL
DEPARTMENT OF STATE

FILED

For further information concerning this matter, please call:

Jasmine Carcieri

401

453-1200

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. BH South Dixie SL Mall 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. 200 S. Biscayne Blvd., 7th Floor
(Street Address of Principal Office)

Miami, FL 33131

6. 200 S. Biscayne Blvd., 7th Floor
(Mailing Address)

Miami, FL 33131

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TALLAHASSEE, FL

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

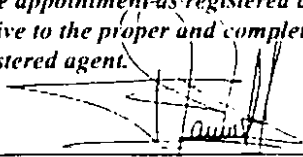
Name: Florida Registry Services, LLC

Office Address: 200 S. Biscayne Blvd., 7th Floor

Miami, Florida 33131
(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)

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: Altostratus Investments LLC

☒ Member Address: 200 S. Biscayne Blvd., 7th Fl.

☐ Authorized Miami, FL 33131

Person _____

☐ Other _____ ☐ Other _____

☐ Manager Name: Jasmine Carcieri

☐ Member Address: One Turks Head Pl., Suite 1200

☐ Authorized Providence, RI 02903

Person _____

☒ Other Organizer ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other _____ ☐ Other _____

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

☒ Manager Name: Barry M. Brant

☐ Member Address: 200 S. Biscayne Blvd.

☐ Authorized Miami, FL 33131

Person _____

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

Person _____

☐ Other _____ ☐ Other _____

☐ Manager Name: _____

☐ Member Address: _____

☐ Authorized _____

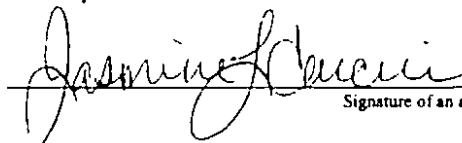
Person _____

☐ 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
Jasmine Carcieri

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 "BH SOUTH DIXIE SL MALL 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 NINTH DAY OF MARCH, A.D. 2022.

FILED
2022 MAR 21 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FL




Jeffrey W. Bullock, Secretary of State

6664039 8300

SR# 20220932691

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

Authentication: 202867667

Date: 03-09-22