

9/29/22, 11:23 AM

Division of Corporations

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

**M22000015110**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H22000335482 3)))



H220003354823ABC\$

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6383

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (954)208-0845  
Fax Number : (614)573-3996

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**Foreign Limited Liability Company**  
**PROSE HORIZONS WEST ALLIANCE DEVELOPER, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

Electronic Filing Menu

Corporate Filing Menu

Help

S. ROBERTS

SEP 29 2022

# 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 Horizons West 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.")

2. DE 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (F.L.C. 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. 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

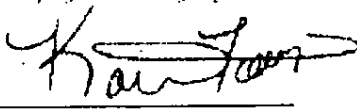
Plantation, Florida 33324  
(City) (Zip code)

## 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.

By: C T Corporation System  
Kaitlyn Toon, asst. secretary

(Registered agent's signature)



2022 SEP 29 AM 9:18

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: <u>Michael J. Ging Family Trust</u>	<input type="checkbox"/> Manager	Name: <u>NJC Real Estate Holdings, LLC</u>
<input checked="" type="checkbox"/> Member	Address: <u>1800 Boca Center</u>	<input checked="" type="checkbox"/> Member	Address: <u>7135 E. Camelback Road</u>
<input type="checkbox"/> Authorized	<u>1800 North Military Trail, Suite 250</u>	<input type="checkbox"/> Authorized	<u>Suite 360</u>
Person	<u>Boca Raton, Florida 33431</u>	Person	<u>Scottsdale, Arizona 85251</u>
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
 <input type="checkbox"/> Manager	Name: <u>John T. Rippel</u>	 <input type="checkbox"/> Manager	Name: <u>Robert G. Weston, Jr.</u>
<input checked="" type="checkbox"/> Member	Address: <u>820 Gessner, Suite 1000</u>	<input checked="" type="checkbox"/> Member	Address: <u>7135 E. Camelback Road</u>
<input type="checkbox"/> Authorized	<u>Houston, Texas 77024</u>	<input type="checkbox"/> Authorized	<u>Suite 360</u>
Person	_____	Person	<u>Scottsdale, Arizona 85251</u>
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
 <input type="checkbox"/> Manager	Name: _____	 <input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized	_____	<input type="checkbox"/> Authorized	_____
Person	_____	Person	_____
<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.

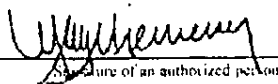
8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage [up to six (6) total]:

<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 C. 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, Texas 77024
Person	Winter Park, Florida 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: Patrick W. Dukes
<input checked="" type="checkbox"/> Member	Address: 7135 E. Camelback Road	<input checked="" type="checkbox"/> Member	Address: 355 NE Ford Street
<input type="checkbox"/> Authorized	Suite 360	<input type="checkbox"/> Authorized	McMinnville, Oregon 97128
Person	Scottsdale, Arizona 85251	Person	
<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other	<input type="checkbox"/> Other
<input type="checkbox"/> Manager	Name: HRE Holdings, LLC	<input type="checkbox"/> Manager	Name: Christie H. Jordan
<input checked="" type="checkbox"/> Member	Address: 7135 E. Camelback Road	<input checked="" type="checkbox"/> Member	Address: 1720 Peachtree Street
<input type="checkbox"/> Authorized	Suite 360	<input type="checkbox"/> Authorized	Suite 150
Person	Scottsdale, Arizona 85251	Person	Atlanta, Georgia 30309
<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

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 "PROSE HORIZONS WEST 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 TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2022.

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



7050625 8300

SR# 20223648929

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

Authentication: 204508087

Date: 09-29-22