

10/27/22, 4:42 PM

Division of Corporations

H22000368978 3

M22000016591

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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.

(((H22000368978 3)))



H220003689783ABCC

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 : NRAI SERVICES, LLC
Account Number : I20080000104
Phone : (302)674-4089
Fax Number : (302)674-5266

M22 OCT 28 PM 10:40

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

Email Address: mherberg@topazcg.com

2022 OCT 28 PM 10:03

**Foreign Limited Liability Company
TOPAZ CAROLINE TIC 3 LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$155.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

S. ROBERTS

OCT 28 2022

H22000368978 3

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. Topaz Caroline TIC 3 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)

311 W. 43rd Street, 12th FL

5. (Street Address of Principal Office)

New York, New York 10036

311 W. 43rd Street, 12th FL

6. (Mailing Address)

New York, New York 10036

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

Name: NRAI Services, Inc.

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida

33324

(Zip code)

2022 OCT 28 AM 10:40

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.

NRAI Services, Inc.

NRAI Services, Inc.

By:

(Registered agent's signature)

H22000368978 3

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: Marc Hershberg | <input type="checkbox"/> Manager | Name: _____ |
| <input type="checkbox"/> Member | Address: c/o Topaz Capital Group | <input type="checkbox"/> Member | Address: _____ |
| <input checked="" type="checkbox"/> Authorized | 311 W. 43rd Street, 12th Floor | <input type="checkbox"/> Authorized | _____ |
| Person | New York, NY 10036 | Person | _____ |
| <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 _____ |
| <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.

/s/ Marc Hershberg

Signature of an authorized person

Marc Hershberg

Typed or printed name of signer

H22000368978 3

H22000368978 3

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOPAZ CAROLINE TIC 3 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 OCTOBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOPAZ CAROLINE TIC 3 LLC" WAS FORMED ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2022.

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



7057800 8300

SR# 20223879966

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: 204722654

Date: 10-27-22

H22000368978 3