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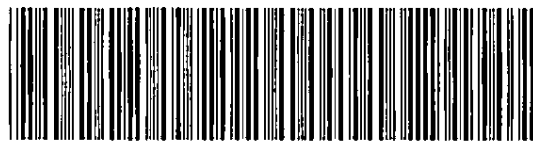
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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 11/22/2022

NAME: BROOKFIELD HOLDINGS (PRESTON) LLC

TYPE OF FILING: APPLICATION

COST: 125.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A. Hodge

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. Brookfield Holdings (Preston) 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. 3200 Park Center Drive
(Street Address of Principal Office)
Suite 1000
Costa Mesa, California 92626

6. 3200 Park Center Drive
(Mailing Address)
Suite 1000
Costa Mesa, California 92626

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)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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.

Daiaundrea N. Garvin Assistant Secretary
(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: Warren E. Krug

☐ Member Address: 7303 Warden Avenue

☐ Authorized Suite 100

Toronto, Ontario, Canada L3R 5Y6

Person

☐ Other _____ ☐ Other _____

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

☒ Manager Name: Andrew Brausa

☐ Member Address: 250 Vesey Street

☐ Authorized 15th Floor

New York, New York 10281

Person

☐ Other _____ ☐ Other _____

☒ Manager Name: Andrew Schmidt

☐ Member Address: 250 Vesey Street

☐ Authorized 15th Floor

New York, New York 10281

Person

☐ Other _____ ☐ Other _____

☐ 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

Robin Rutherford

Typed or printed name of signer

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKFIELD HOLDINGS (PRESTON) 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 FIFTEENTH DAY OF NOVEMBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKFIELD HOLDINGS (PRESTON) LLC" WAS FORMED ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2022.

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




Jeffrey W. Bullock, Secretary of State