

# M23000005100

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

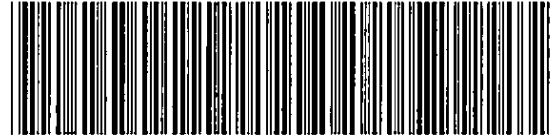
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500405825335

04/19/23--01016--015

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

DATE 04/19/23 BY 60322

2023 APR 19 PM 3:02

RECEIVED

2023 APR 19 PM 2:15

FILED

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

**CORPORATE  
ACCESS,  
INC.**

*When you need ACCESS to the world*

236 East 6th Avenue, Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

**WALK IN**

**PICK UP:** MISTY 4/19

**CERTIFIED COPY**

**XX PHOTOCOPY**

**CUS**

**XX FILING**

**FOREIGN LLC**

**1. BROOKFIELD HOLDINGS (RIVERS II) LLC**

(CORPORATE NAME AND DOCUMENT #)

**2.**

(CORPORATE NAME AND DOCUMENT #)

**3.**

(CORPORATE NAME AND DOCUMENT #)

**4.**

(CORPORATE NAME AND DOCUMENT #)

**5.**

(CORPORATE NAME AND DOCUMENT #)

**6.**

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**

**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 (Rivers 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 3. \_\_\_\_\_  
(Jurisdiction under the law of which foreign limited liability company is organized) (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. <u>3200 Park Center Drive</u> (Street Address of Principal Office)	6. <u>3200 Park Center Drive</u> (Mailing Address)
<u>Suite 1000</u>	<u>Suite 1000</u>
<u>Costa Mesa, California 92626</u>	<u>Costa Mesa, California 92626</u>

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)

FILED  
APR 19 PM 2:15  
TALLAHASSEE

**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.*

*Daiiaundrea 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              \_\_\_\_\_

                                 \_\_\_\_\_

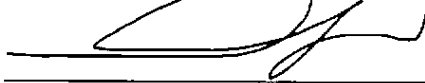
Person

☐ 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

Andrew Brausa  
\_\_\_\_\_  
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 "BROOKFIELD HOLDINGS (RIVERS 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 EIGHTEENTH DAY OF APRIL, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKFIELD HOLDINGS (RIVERS II) LLC" WAS FORMED ON THE TWELFTH DAY OF APRIL, A.D. 2023.

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

7402557 8300

SR# 20231493876

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

Authentication: 203161465

Date: 04-18-23