

# M97000000354

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. EOP-NON-MANAGER I, L.L.C.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 17 PM 1:13

☒ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☒ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

100002217581--3  
-06/19/97--01111--009  
\*\*\*\*285.00 \*\*\*\*285.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

M97-354

Name	_____
Availability	_____
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Updater Verifier	_____
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Examiner's Initials

# **APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:**

1. EOP-Non-Manager I, L.L.C.

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied for

(FEI number, if applicable)

4. June 12, 1997

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. c/o Ann M. Schneider, 2 N. Riverside Plaza, #1600

Chicago, Illinois 60606

(Street address of principal office)

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8. List and indicate in title space provided the name, title, and business address of each managing member (MGRM) or manager (MGR). It is not necessary to list members.

(attach additional page if necessary)

NAME AND ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership	<u>Sole Member</u>		
<u>2 N. Riverside Plaza</u>			
<u>Chicago, IL 60606</u>			

**Filing Fee: \$ 52.50 for Application**

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN  
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of EOP-Non-Manager I, L.L.C.

\_\_\_\_\_ deposes and says:

one

1) the above named limited liability company has at least ~~two~~ members

2) the total amount of cash contributed by the member(s) is \$ 618,938 .

3) if any, the agreed value of property other than cash contributed by member(s) is  
\$ 0 . A description of the property is attached and made a part hereto.

4) the total amount of cash or property anticipated to be contributed by member(s) is  
\$ 618,938 . This total includes amounts from 2 and 3 above.

Zell/Merrill Lynch Real Estate Opportunity Partners Limited Partnership, sole member

By: ZML Partners Limited Partnership, an IL limited partnership, its GP

By: ZM Investors Limited Partnership, an IL limited partnership, its GP

By: ZM, Inc., an IL corporation, its general partner

By: \_\_\_\_\_

Ann M. Schneider  
Secretary

Signature of a member or authorized representative of a member  
(in accordance with section 608.408(3), Florida Statutes, the execution of this affidavit  
constitutes an affirmation under the penalties of perjury that that facts stated herein are true.)

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: EOP-Non-Manager I, L.L.C.

2. The name and address of the registered agent and office is:

Lexis Document Services Inc.

(Name)

3953 W. Kelley Road

(P.O. Box or Mail Drop Box NOT acceptable)

Tallahassee, FL 32311

(City/State/Zip)

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***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 certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.***

Lexis Document Services Inc.

By: Anthony E. Mackay, asit 54c of LOS  
(Signature)

6/12/97  
(Date)

**Filing Fee: \$ 35 for Designation of Registered Agent**

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EOP-NON-MANAGER I, L.L.C." 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 THIRTEENTH DAY OF JUNE, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EOP-NON-MANAGER I, L.L.C." WAS FORMED ON THE TWELFTH DAY OF JUNE, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION:

8510568

DATE:

06-13-97