

FEB 2 - 2010

FILE NO. R-1584580-3

**APPLICATION FOR REGISTRATION  
OF A FOREIGN LIMITED LIABILITY COMPANY**  
(Pursuant to A.R.S. §29-802 et seq.)

1. The name of the foreign limited liability company is VWI Northwest LLC.
2. The foreign limited liability company is organized under the laws of Delaware.
3. The date of the foreign limited liability company's formation is January 25, 2010.
4. The purpose of the foreign limited liability company or the general character of business it proposes to transact in Arizona is real estate investment.
5. The name and street address of the statutory agent for the foreign limited liability company in Arizona is L and R Service Co., One South Church Avenue, Suite 700, Tucson, Arizona 85701.
6. Management of the limited liability company is vested in a designated manager whose name and address is Venture West Operations, LLC, 6007 East Grant Road, Tucson, Arizona 85712. The names and addresses of the members who own a twenty percent or greater interest in the capital or profits of the limited liability company are Fred D. Steiniger, 6007 East Grant Road, Tucson, Arizona 85712, and Robin P. Selati, 825 Boal Parkway, Winnetka, Illinois 60093.
7. The address of the office required to be maintained in the jurisdiction under the laws of which the foreign limited liability company is organized, if required, or, if not required, the address of the principal office of the foreign limited liability company is c/o Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

**[Signature on following page]**

Dated: December 31, 2009.

VWI Northwest LLC,  
a Delaware limited liability company

By: Venture West Operations, LLC,  
an Arizona limited liability company  
Its: Manager

By: Neil R. Simon  
Neil R. Simon  
Its: President

**ACCEPTANCE OF APPOINTMENT  
BY STATUTORY AGENT**

The undersigned, having been designated to act as statutory agent,  
hereby consents to act in that capacity until removed or resignation is  
submitted in accordance with the Arizona Revised Statutes.

Dated: December 31, 2009.

L and R Service Co.,  
an Arizona corporation

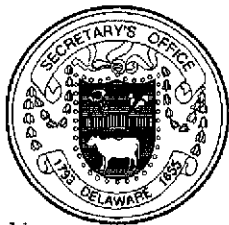
By: Kimberly Cady  
Kimberly Cady  
Its: Assistant Secretary  
One South Church Avenue, Suite 700  
Tucson, Arizona 85701

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VWI NORTHWEST 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-FIFTH DAY OF JANUARY, A.D. 2010.



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7777719

DATE: 01-25-10