

JUN 25 2015

FILE NO. B-20135430

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**APPLICATION FOR REGISTRATION
OF FOREIGN LIMITED LIABILITY COMPANY**

Please read Instructions L025I

1. **ENTITY TYPE** – check only one to indicate the type of entity applying for registration:

☒ LIMITED LIABILITY COMPANY

☐ PROFESSIONAL LIMITED LIABILITY COMPANY

2. **NAME IN STATE OR COUNTRY OF FORMATION (FOREIGN NAME)** – enter the exact, true name of the foreign LLC:

LIV NORTH VALLEY SONORAN, LLC

3. **NAME TO BE USED IN ARIZONA (ENTITY NAME)** – Identify the name the foreign LLC will use in Arizona by checking 3.1 or 3.2 (check only one), and follow instructions:

3.1 ☒ **Name in state or country of formation**, with no changes or additions – go to number 4 and continue.

3.2 ☐ **Fictitious name** – check this if the foreign LLC's name in its state or country of formation is not available for use in Arizona or if that name does not contain an LLC identifier, and enter the name in number 3.3 below. **NOTE** – a resolution of the company adopting the fictitious name must be attached to and submitted with this form.

3.3 **If you checked 3.2**, enter or print the name to be used in Arizona:

4. **PROFESSIONAL LIMITED LIABILITY COMPANY SERVICES** – If professional LLC is checked in number 1 above, describe the professional services that the professional LLC will provide (examples: law firm, accounting, medical):

5. **FOREIGN DOMICILE** – list the state or country in which the foreign LLC was formed:

Michigan

6. **DATE OF FORMATION IN FOREIGN DOMICILE:** 06/17/2015

7. **PURPOSE OR GENERAL CHARACTER OF BUSINESS** – describe or state the purpose of the foreign LLC or the general character of the business it proposes to transact in Arizona:

Holding of Real Estate

8. STATUTORY AGENT IN ARIZONA:					
8.1 REQUIRED – give the name (can be an individual or an entity) and physical or street address (not a P.O. Box) in Arizona of the statutory agent:			8.2 OPTIONAL – Mailing address in Arizona of statutory agent, if different from street address (can be a P.O. Box):		
William J. Fettis					
Statutory Agent Name (required)					
Attention (optional)			Attention (optional)		
11022 South 51st Street					
Address 1			Address 1		
Suite 101					
Address 2 (optional)		AZ	85044	Address 2 (optional)	
City	Phoenix	State	Zip	City	State Zip
8.3 REQUIRED – the Statutory Agent Acceptance form M002 must be submitted along with this Application For Registration.					

- 9. PRINCIPAL OFFICE ADDRESS - FOREIGN DOMICILE STREET ADDRESS** – *see Instructions L0251* – give the **physical or street address** (not a P. O. Box) of the foreign LLC required to be maintained in its state of organization, or, if not so required, of the foreign LLC's statutory agent in its state or country of organization:

Attention (optional)		
1600 S. Beacon Blvd., Suite 260		
Address 1		
Address 2 (optional)		Zip
Grand Haven		MI 49417
City	State or Province	Zip
Country	UNITED STATES	

10. OPTIONAL – ARIZONA KNOWN PLACE OF BUSINESS ADDRESS:

- 10.1** Is the Arizona known place of business street address the same as the **street address** of the statutory agent? ☒ Yes - go to the next page and continue.
☐ No - complete number 10.2 and continue.
- 10.2** If you answered "no" to number 10.1, give the physical or street address (not a P.O. Box) of the known place of business of the LLC in Arizona:

Attention (optional)		
Address 1		
Address 2 (optional)		Zip
City	State or Province	Zip
Country		

COMPLETE NUMBER 11 OR NUMBER 12 – NOT BOTH.

11. **MANAGER-MANAGED LLC** – *see Instructions L025i* – check this box ☒ If management of the LLC is vested in a manager or managers, and complete and attach the Manager Structure Attachment form L040. *The filing will be rejected if it is submitted without the attachment.*
12. **MEMBER-MANAGED LLC** – *see Instructions L025i* – check this box ☐ If management of the LLC is reserved to the members, and complete and attach the Member Structure Attachment form L041. *The filing will be rejected if it is submitted without the attachment.*
13. **SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of perjury* that this document together with any attachments is submitted in compliance with Arizona law.

 ☒ I ACCEPT

Signature Printed Name Date
06/23/2015

REQUIRED – check only one and fill in the corresponding blank if signing for an entity:

<input checked="" type="checkbox"/> I am the Individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input type="checkbox"/> I am a duly authorized agent for this LLC.
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Filing Fee: \$150.00 (regular processing) Expedited processing – add \$35.00 to filing fee. All fees are nonrefundable – see Instructions.	Mail: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-8819.

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MANAGER STRUCTURE ATTACHMENT

- ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
LIV NORTH VALLEY SONORAN, LLC
- A.C.C. FILE NUMBER** (if known): _____
Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>
- MANAGERS / MEMBERS** – give the name and address of each and every **manager** and list all **members who own 20% or more** of the profits or capital of the LLC. **Use one block per person.** Members who own less than 20% may also be listed, but it is not required. Check the appropriate box or boxes below each person listed - *do not check both member boxes*. If more space is needed, use another Manager Structure Attachment form.

1. William J. Fettis Name 11022 South 51st Street, Suite 101 Address 1 Address 2 (optional) Phoenix AZ 85044 City State or Province Zip UNITED STATES Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member				2. Robert L. Diamond Name 1600 S. Beacon Blvd., Suite 200 Address 1 Address 2 (optional) Grand Haven MI 49417 City State or Province Zip UNITED STATES Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			
3. Patrick A. Gaughan Name 1600 S. Beacon Blvd., Suite 200 Address 1 Address 2 (optional) Grand Haven MI 49417 City State or Province Zip UNITED STATES Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member				4. Scott J. Brooks Name 1600 S. Beacon Blvd., Suite 200 Address 1 Address 2 (optional) Grand Haven MI 49417 City State or Province Zip UNITED STATES Country <input checked="" type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			
5. IPA HOLDING, LLC Name 1600 S. Beacon Blvd., Suite 200 Address 1 Address 2 (optional) Grand Haven MI 49417 City State or Province Zip UNITED STATES Country <input type="checkbox"/> Manager <input checked="" type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member				6. Name Address 1 Address 2 (optional) City State or Province Zip UNITED STATES Country <input type="checkbox"/> Manager <input type="checkbox"/> 20% or more member <input type="checkbox"/> Less than 20% member			

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STATUTORY AGENT ACCEPTANCE

Please read Instructions **MD021**

1. **ENTITY NAME** – give the exact name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

LIV NORTH VALLEY SONORAN, LLC

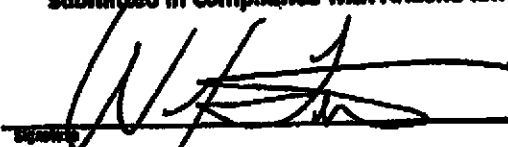
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be either an individual or an entity). **NOTE** - the name must match exactly the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

William J. Pettis

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.



William J. Pettis

06/13/2015

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REQUIRED – check only one:

☒ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☐ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing -- not applicable.
All fees are nonrefundable -- see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those entities that may wish to be the individual owner of your business.
All documents filed with the Arizona Corporation Commission are public records and are open for public inspection.
If you have questions after reading the Instructions, please call 602-542-3000 or (within Arizona only) 800-345-6443.



Department of Licensing and Regulatory Affairs
Lansing, Michigan

This is to Certify That

LIV NORTH VALLEY SONORAN, LLC

was validly organized on June 17, 2015 as a Limited Liability Company. Said Limited Liability Company is validly in existence under the laws of this state and has satisfied its annual filing obligations.

This certificate is issued pursuant to the provisions of 1993 PA 23, as amended, to attest to the fact that the company is in good standing in Michigan as of this date.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
E67230

*In testimony whereof, I have hereunto set my hand,
in the City of Lansing, this 17th day of June, 2015*

Alan J. Schefke, Director
Corporations, Securities & Commercial Licensing Bureau