



05381052

ARIZONA CORP COMMISSION
FILED

FEB 09 2016

FILE NO. R-2667219-1

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

**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:

W/C 2701 Ryan Holdings VIII, L.L.C.

- 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:

Delaware

- 6. DATE OF FORMATION IN FOREIGN DOMICILE:**
- 2/4/16

- 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:

Real estate investment

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):		
C T Corporation System					
Statutory Agent Name (required)					
Attention (optional) 3800 North Central Avenue, Suite 460			Attention (optional)		
Address 1			Address 1		
Address 2 (optional) City Phoenix		State AZ	Zip 85012	Address 2 (optional) 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 L025i* - 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:

c/o The Corporation Trust Company		
Attention (optional) 1209 Orange Street		
Address 1		
Address 2 (optional) Wilmington	DE	19801
City	State or Province	Zip
Country		

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) 2701 East Ryan Road		
Address 1		
Address 2 (optional) Chandler	AZ	85286
City	State or Province	Zip
Country UNITED STATES		

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

Please see attached.

Signature	Printed Name	Date
-----------	--------------	------

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

<input type="checkbox"/> I am the individual Manager of this manager-managed LLC or I am signing for an entity manager named:	<input checked="" 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.
---	--	--

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
--	---

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) 800-345-5819.

W/C 2701 RYAN HOLDINGS VIII, L.L.C.,
a Delaware limited liability company,

By: W/C 2701 Ryan JV VIII, L.L.C.,
a Delaware limited liability company,
its Sole Member


By: W/C 2701 Ryan Investors VIII, L.L.C.,
a Delaware limited liability company,
its Sole Member

By: Walton Acquisition Holdings VIII, L.L.C.,
a Delaware limited liability company,
its Sole Member

By: Walton Street Real Estate Fund VIII, L.P.,
a Delaware limited partnership,
its Managing Member

By: Walton Street Managers VIII, L.P.,
a Delaware limited partnership,
its General Partner

By: WSC Managers VIII, Inc.,
a Delaware corporation,
its General Partner

By: 
Name: Joshua T. Troxel
Title: Vice President



DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

MEMBER STRUCTURE ATTACHMENT

- ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
W/C 2701 Ryan Holdings VIII, L.L.C.
- 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>
- MEMBERS** – give the name and address of **all Members**. If more space is needed, use another Member Structure Attachment form.

1. W/C 2701 Ryan JV VIII, L.L.C.	2.
Name 900 N. Michigan Ave., Ste.1900	Name
Address 1	Address 1
Address 2 (optional) Chicago IL 60611	Address 2 (optional)
City Chicago	City
State or Province IL	State or Province
Zip 60611	Zip
Country	Country
3.	4.
Name	Name
Address 1	Address 1
Address 2 (optional)	Address 2 (optional)
City	City
State or Province	State or Province
Zip	Zip
Country	Country
5.	6.
Name	Name
Address 1	Address 1
Address 2 (optional)	Address 2 (optional)
City	City
State or Province	State or Province
Zip	Zip
Country	Country
7.	8.
Name	Name
Address 1	Address 1
Address 2 (optional)	Address 2 (optional)
City	City
State or Province	State or Province
Zip	Zip
Country	Country

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE

Please read Instructions M002i

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):

W/C 2701 Ryan Holdings VIII, L.L.C.

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:

C T Corporation System

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.

James M. Halpin
Assistant Secretary

2/5/16

Signature

Printed Name

Date

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 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) 800-345-5819.

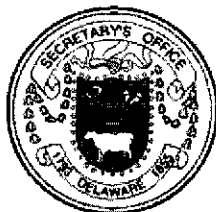
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "W/C 2701 RYAN HOLDINGS VIII, 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 FIFTH DAY OF FEBRUARY, A.D. 2016.

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



5955662 8300

SR# 20160633286

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 201789174

Date: 02-05-16