

MAY 26 2016

FILE NO. P2095728-2



05514750

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:

South Mill LLC, a Delaware limited liability company

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: 05/20/2016

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:

Own, manage and operate real estate holdings

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):		
Walter H. Gilbert, Esq.					
Statutory Agent Name (required)					
Attention (optional) 10575 North 114th Street			Attention (optional)		
Address 1 Suite 115			Address 1		
Address 2 (optional) City Scottsdale		AZ State	85259 Zip	Address 2 (optional) City State Zip	
8.3 REQUIRED - the <u>Statutory Agent Acceptance</u> 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:

Corporate Service Company		
Attention (optional) 2711 Centerville Road		
Address 1 Suite 400		
Address 2 (optional) Wilmington		DE State or Province
City		19808 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:

Patricia Butler		
Attention (optional) 6750 West Peoria Avenue		
Address 1 Suite 117		
Address 2 (optional) Peoria		AZ State or Province
City		85345 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

Walter H. Gilbert

5/25/16

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 type="checkbox"/> I am a Member of this member-managed LLC or I am signing for an entity member named:	<input checked="" 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

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.

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):

South Mill LLC

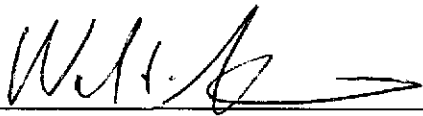
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). **NOTE** - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent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

Walter H. Gilbert

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.



Signature

Walter H. Gilbert

Printed Name

5/25/16

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

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MANAGER STRUCTURE ATTACHMENT

1. **ENTITY NAME** – give the exact name of the LLC (foreign LLCs – give name in domicile state or country):
South Mill LLC, a Delaware limited liability company

2. **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>

3. **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. 1111 Wilshire Associates, LP Name 5363 Balboa Boulevard Address 1 Suite 227 Address 2 (optional) Encino CA 91316 City UNITED STATES State or Province Zip Country <input checked="" type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	2. Edward G. Hudson Name 5363 Balboa Boulevard Address 1 Suite 227 Address 2 (optional) Encino CA 91316 City UNITED STATES State or Province Zip Country <input type="checkbox"/> 20% or more member <input checked="" type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member
3. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	4. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member
5. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member	6. Name Address 1 Address 2 (optional) City State or Province Zip Country <input type="checkbox"/> 20% or more member <input type="checkbox"/> Manager <input type="checkbox"/> Less than 20% member

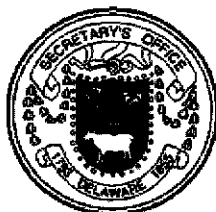
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH MILL 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 MAY, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOUTH MILL LLC" WAS FORMED ON THE TWENTIETH DAY OF MAY, A.D. 2016.



6047621 8300

SR# 20163728757

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

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

Authentication: 202380647

Date: 05-25-16

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CHICAGO TITLE AGENCY, INC.

May 24, 2016

Ms. Alice Iseghohimen
Arizona Corporations Commission
1300 W. Washington St.
Phoenix, AZ 85007

EXPEDITED REQUEST FOR APPROVAL AND CERTIFIED COPIES

Re: **South Mill LLC**, a Delaware limited liability company

Escrow No. **C1601050-346-DH**

Date of Closing: June 1, 2016 (Scheduled)

Dear Commission,

We are the escrow agent regarding the closing of a loan for the above entity. That closing is scheduled for June 4, 2016. We would appreciate any consideration you can give us in processing documents that are being submitted with this letter from the Gilbert Bird Law Firm, PC for the above referenced entities as follows:

1. Application for Registration of Foreign Limited Liability Company and related forms for **SOUTH MILL LLC, A DELAWARE LIMITED LIABILITY COMPANY.**

We will need a certified copy of:

- (i) A certified copy of approved Application for Registration of Foreign Limited Liability Company for **South Mill LLC**, a Delaware limited liability company; and
- (ii) A Certificate of Good Standing for **South Mill LLC**, a Delaware limited liability company.

If you have any questions, please contact Walter H. Gilbert, Esq. at 480.767.6149 ext. 202.
Thank you for your assistance.

Very truly yours,
Chicago Title Agency .


Eileen M. Chisholm

Assistant Escrow Officer to:
DeWayne C. Huffman
Chicago Title Agency, Inc.
2425 E. Camelback Road, Suite 200
Phoenix, AZ 85016



RECEIVED

MAY 26 2016

ARIZONA CORP COMMISSION
CORPORATIONS DIVISION

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ARIZONA CORPORATION COMMISSION CORPORATIONS DIVISION

COVER SHEET**USE A SEPARATE COVER SHEET FOR EACH DOCUMENT****1. WHAT ARE YOU FILING?**☒ New Entity ☐ Change to existing entity ☐ Re-submission/Correction**2. ENTITY NAME:**

South Mill LLC

3. CALCULATE YOUR FEES (copies, certificate of good standing and expedited processing are all optional):

Document filing fee (fees are listed on the bottom of the form or on the <u>fee schedule</u>)	Subtotal:	\$150.00
Do you want EXPEDITED processing? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO If YES, add \$35.00	Subtotal:	\$35.00
<input type="checkbox"/> Corporation certified copies \$ 5.00 each x (enter number of copies requested)	Subtotal:	
<input checked="" type="checkbox"/> LLC certified copies \$10.00 each x 1 (enter number of copies requested)	Subtotal:	\$10.00
<input checked="" type="checkbox"/> Certificate of Good Standing \$10.00 each x 1 (enter number of copies requested)	Subtotal:	\$10.00
TOTAL YOUR AMOUNT OWED	TOTAL AMOUNT DUE:	\$205.00

4. PAYMENT METHOD:

<input type="checkbox"/> MOD Account #
Cash - do not mail cash. Cash may be used only for in-person submittals. Checks or money orders - must be made payable to "Arizona Corporation Commission," with all words spelled out and no abbreviations. Checks must be completely and properly filled out, including the amount sections. UNACCEPTABLE CHECKS include: no imprinted or preprinted name and address of the account holder; no imprinted or preprinted check number; handwritten or stamped names, addresses, or check numbers; temporary checks (new accounts). Credit cards - may be used for in-person submittals, and for online corporation annual reports, online name reservations, or online certificates of good standing. We accept only Visa, MasterCard, and American Express.

5. REQUIRED - RETURN DELIVERY OPTION (PLEASE PRINT CLEARLY and select only ONE):

<input checked="" type="checkbox"/> Email	Email address: wgilbert@gilbertbirdlaw.com	
<input type="checkbox"/> Pick up	Name:	Phone:
<input type="checkbox"/> Mail	Name:	
	Address:	
	City:	State: Zip:
	Phone:	

DOCUMENTS WILL BE MAILED IF THEY ARE NOT PICKED UP IN A TIMELY MANNER (APPROXIMATELY ONE WEEK)**FOR ARIZONA CORPORATION COMMISSION USE ONLY****PICK-UP BY:** _____ **DATE:** _____View current processing times at: www.azcc.gov/Divisions/Corporations/document-processing-times.pdf

