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Division of Corporations
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(((H22000012575 3)))



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From: Account Name : FOLEY & LARDNER
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____ arecchio@foley.com

**Foreign Limited Liability Company
 Riviera Beach JOF ESA I, LLC**

Certificate of Status	0
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Page Count	04
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2022 JAN 12 PM 1:28

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Riviera Beach JOF ESA I, LLC
100 Dunbar Street
Suite 400
Spartanburg, South Carolina 29308

January 5, 2022

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Written Consent to Use of Name

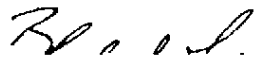
Dear Sir or Madam:

The members (the "Members") of Riviera Beach JOF ESA I, LLC, a South Carolina limited liability company (the "SC LLC"), have formed a Delaware entity named Riviera Beach JOF ESA I, LLC, a Delaware limited liability company (the "Surviving Entity"). The Surviving Entity desires to file an Application for Authorization to Transact Business in Florida (the "Foreign Qualification Application"), under the name Riviera Beach JOF ESA I, LLC and the SC LLC desires to file a Notice of Withdrawal of Certificate of Authority to allow the Surviving Entity to use the name, Riviera Beach JOF ESA I, LLC (the "Name").

This letter serves as the written consent of the SC LLC for the Surviving Entity to use the Name in its Foreign Qualification Application being filed in the State of Florida.

Respectfully yours,

RIVIERA BEACH JOF ESA I, LLC

By: 
Blake W. Spener
Authorized Person

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Riviera Beach JOF ESA I, LLC
(Name of Foreign Limited Liability Company: must include "Limited Liability Company," "L.L.C." or "LLC")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C." or "LLC.")

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. (FEI number, if applicable)

4. (Date first transacted business in Florida, if prior to registration)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o Johnson Development Associates, Inc. (Street Address of Principal Office)
100 Dunbar Street, Suite 400
Spartanburg, SC 29306
6. c/o Johnson Development Associates, Inc. (Mailing Address)
100 Dunbar Street, Suite 400
Spartanburg, SC 29306

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island
Plantation, Florida 33324
(City) (Zip code)

Registered agent's acceptance:

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

[Handwritten signature]

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8. For initial indexing purposes, list names, title or capacity and addresses of the primary members/managers or persons authorized to manage (up to six (6) total):

<u>Title or Capacity:</u>	<u>Name and Address:</u>	<u>Title or Capacity:</u>	<u>Name and Address:</u>
<input type="checkbox"/> Manager	Riviera Beach JOF ESA I Mezzanine, LLC Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	c/o Johnson Development Associates, Inc. Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	100 Dunbar Street, Suite 400 Spartanburg, SC 29306	<input type="checkbox"/> Authorized Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	_____	<input type="checkbox"/> Authorized Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____
<input type="checkbox"/> Manager	Name: _____	<input type="checkbox"/> Manager	Name: _____
<input type="checkbox"/> Member	Address: _____	<input type="checkbox"/> Member	Address: _____
<input type="checkbox"/> Authorized Person	_____	<input type="checkbox"/> Authorized Person	_____
<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____	<input type="checkbox"/> Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

10. This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S



Signature of an authorized person

Blake W. Spencer

Type-d or printed name of signer

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVIERA BEACH JOF ESA I, 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 SIXTEENTH DAY OF DECEMBER, A.D. 2021.

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




Jeffrey W. Bullock, Secretary of State

6407183 8300

SR# 20214123836

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

Authentication: 205004356

Date: 12-16-21