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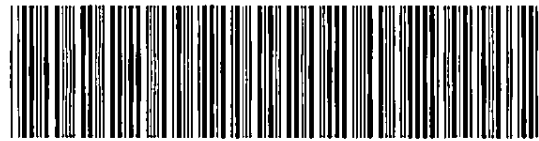
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DATE: 11/21/2022

NAME: HRP APOLLO COMMERCIAL II, LLC

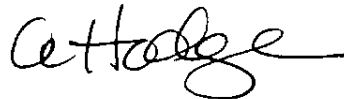
TYPE OF FILING: APPLICATION

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COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: HRP Apollo Commercial II, LLC
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kimberly Christian
Name of Person
Brooks Pierce McLendon Humphrey & Leonard LLP
Firm/Company
PO Box 26000
Address
Greensboro, NC 27420
City/State and Zip Code
dfarmer@harbourretailpartners.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kimberly Christian at (336) 232-4611
Name of Contact Person Area Code Daytime Telephone Number

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- \$125.00 Filing Fee \$130.00 Filing Fee & Certificate of Status \$155.00 Filing Fee & Certified Copy \$160.00 Filing Fee, Certificate of Status & Certified Copy

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. HRP Apollo Commercial II, 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. 92-1061551 (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. 3 Keel Street, Unit #2 (Street Address of Principal Office)
6. (Mailing Address)
Wrightsville Beach, NC 28480

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

Name: Paracorp Incorporated
Office Address: 155 Office Plaza Drive, 1st Floor
Tallahassee, Florida 32301
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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.

See Attached

(Registered agent's signature)

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]:

Title or Capacity: **Name and Address:**

Manager Name: Jim Cheney

Member Address: 3 Keel Street, Unit #2

Authorized Wrightsville Beach, NC 28480

Person

Other _____ Other _____

Manager Name: Bloomfield Development, LLC

Member Address: 1255 Alhambra Drive

Authorized Fort Myers, FL 33901

Person

Other _____ Other _____

Manager Name: Matt Bloomfield

Member Address: 6810 International Center Blvd.

Authorized Fort Myers, FL 33912

Person

Other _____ Other _____

Title or Capacity: **Name and Address:**

Manager Name: Y-3 Investments, LLC

Member Address: 1015 Ashes Drive, Suite 201

Authorized Wilmington, NC 28405

Person

Other _____ Other _____

Manager Name: Harbour Retail Partners Fund Pooler III LLC

Member Address: 3 Keel Street, Unit #2

Authorized Wrightsville Beach, NC 28480

Person

Other _____ Other _____

Manager Name: Rod Young

Member Address: 3 Keel Street, Unit #2

Authorized Wrightsville Beach, NC 28480


Person

Other _____ 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.

DocuSigned by:

 F8D62416EF9C4DE... Signature of an authorized person

Jim Cheney, Manager

Typed or printed name of signer

STATE OF FLORIDA

REGISTERED AGENT CONSENT FORM

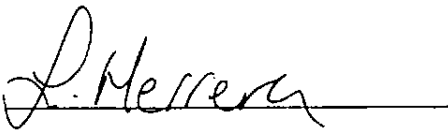
DATE: 11/21/2022

ENTITY NAME: HRP Apollo Commercial II, LLC

REGISTERED AGENT NAME AND ADDRESS:

Paracorp Incorporated
155 Office Plaza Drive, 1st Floor
Tallahassee, FL 32301

Paracorp Incorporated, having been designated to act as Statutory Agent, hereby consents to act in the capacity for the above-referenced entity until removed or resignation is submitted in accordance with the Florida Revised Statues.

A handwritten signature in cursive script, appearing to read "L. Herrera", is written over a horizontal line.

Leticia Herrera, Assistant Secretary
Paracorp Incorporated

Delaware


Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HRP APOLLO COMMERCIAL II, 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-FIRST DAY OF NOVEMBER, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HRP APOLLO COMMERCIAL II, LLC" WAS FORMED ON THE FIFTEENTH DAY OF NOVEMBER, A.D. 2022.

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



Jeffrey W. Bullock, Secretary of State

7137853 8300

SR# 20224067680

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

Authentication: 204903669

Date: 11-21-22