

Filing Fee: \$150.00

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

Corporations Division

148 W. River Street

Providence, Rhode Island 02904-2615

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

- The name of the limited liability company is:
HSREP II Storage - Exeter, LLC
- The name, if different, under which it proposes to register and transact business in Rhode Island is:
N/A
- The limited liability company is organized under the laws of Delaware
- The date of its organization is October 27, 2008
- The period of duration of the limited liability company is (if perpetual, so state) Perpetual
- The address of the limited liability company's resident agent in Rhode Island is:
10 Weybosset Street Providence RI 02903
(Street Address, not P.O. Box) (City/Town) (Zip Code)
and the name of the resident agent at such address is C T Corporation System
(Name of Agent)
- The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.
- The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:
c/o The Corporation Trust Company, 1209 Orange Street
Wilmington, DE 19801
- The mailing address for the limited liability company is:
71 S. Wacker Drive, Suite 3575
Chicago, Illinois 60606

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11:33

FILED
NOV 17 2008
By JB 73234

10. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. (If you have checked this box, go to item no. 11.)

or

B. The limited liability company is to be managed by one (1) or more managers. (If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)

Manager	Address

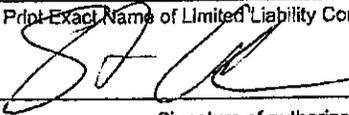
11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/14/08

HSREP II Storage - Exeter, LLC

Print Exact Name of Limited Liability Company Making Application

By 
Signature of authorized person

HSREP II Storage - Exeter, LLC

By: HSREP II Storage I, LLC, its sole Member

By: HSREP II Storage Holding I, LLC, its sole Member

By: HSREP II Holding, LLC, Managing Member

By: HSRE REIT II, a Member

By: Stephen Gordon, its Trustee

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "HSREP II STORAGE-EXETER, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2008, AT 2:38 O'CLOCK P.M.



4616099 8100

081068884

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6934877

DATE: 10-28-08

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HSREP II STORAGE-EXETER, 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-EIGHTH DAY OF OCTOBER, A.D. 2008.



4616099 8300

081068884

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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6934878

DATE: 10-28-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:59 PM 10/27/2008
FILED 02:38 PM 10/27/2008
SRV 081068884 - 4616099 FILE

CERTIFICATE OF FORMATION

OF

HSREP II STORAGE-EXETER, LLC

1. The name of the limited liability company is **HSREP II STORAGE-EXETER, LLC**.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of HSREP II STORAGE-EXETER, LLC this 27th day of October, 2008.

/s/ David S. Pritzker

David S. Pritzker, Authorized Person