

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:

1. The name of the limited liability company is:

US REP RETAIL I, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of DELAWARE

4. The date of its organization is May 18, 2010

5. The period of duration of the limited liability company is (if perpetual, so state) PERPETUAL

6. The address of the limited liability company's resident agent in Rhode Island is:

155 South Main Street, Suite 301

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)

7. 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.

8. 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

9. The mailing address for the limited liability company is:

9830 Colonnade Blvd., Suite 600, San Antonio, TX 78230-2239

FILED

MAY 21 2010

By 948761

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.)*

<u>Manager</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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: May 20, 2010

See attached

Print Exact Name of Limited Liability Company Making Application

By _____
Signature of authorized person

US REP RETAIL I, LLC

**U.S. REPUBLIC CORE FUND, L.P.,
a Delaware limited partnership
its sole member**

**By: U.S. REPUBLIC CORE FUND GP, LLC,
a Texas limited liability company,
its general partner**

**By: LOADSTAR, INC.,
a Delaware corporation,
its sole member**



Print Name: Randal R. Seewald

Title: Secretary

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "US REP RETAIL 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 TWENTIETH DAY OF MAY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

4824651 8300

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8006063

DATE: 05-20-10