

Filing Fee: \$150.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2013 JUL 18 PM 12:58
SECRETARY OF STATE
CORPORATIONS DIV

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:

Truman 2012 SC2 REO, LLC

[] This company has been duly organized in its state of formation as a low-profit limited liability company. (Check box if applicable)

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 09/20/2012

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:

450 Veterans Memorial Parkway, Suite 7A East Providence, RI 02914
(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:

1209 Organge Street, Wilmington, DE 19801

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

200 Business Park Drive, Armonk, NY 10504

FILED

JUL 18 2013

BY [Signature] 201827 12:58

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>
SEE ATTACHED	

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.

12. The date this Application for Registration is to become effective, if later than the date of filing, is:

_____ (not prior to, nor more than 30 days after, the filing of this Application for Registration)

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: 7/15/2013

Truman 2012 SC2 REO, LLC
Print Exact Name of Limited Liability Company Making Application

By Michael Malkowski
Signature of Authorized Person

Michael Malkowski

Member-Manager – Attachment

TRUMAN 2012 SC2-1 REO, LLC – Member
200 Business Park Drive, Armonk NY 10504

TRUMAN 2012 SC2-2, LLC – Member
200 Business Park Drive, Armonk NY 10504

TRUMAN CAPITAL HOLDINGS 2012 SC2 MANAGER, LLC – Manager of the Member
200 Business Park Drive, Armonk NY 10504

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Truman 2012 SC2 REO, LLC, a limited liability company incorporated under the laws of the state of Delaware and the direct or indirect owner of the subsidiary entities shown on Schedule A attached hereto, does hereby appoint Michael Malkowski, employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the limited liability company to act for the limited liability company and in the limited liability company's name for the limited purposes authorized herein.

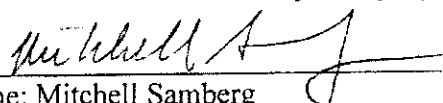
The limited liability company and the subsidiary entities listed, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to change the limited liability company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any state to CT Corporation, as directed and authorized by the limited liability company.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Michael Malkowski shall exercise the power of Vice President, Secretary, Manager, and/or Member.

This Power of Attorney expires when revoked by the undersigned

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 10th day of July 2013.

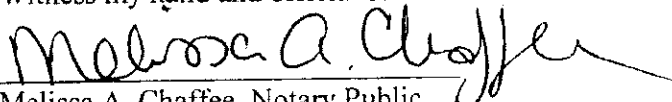
Truman 2012 SC2 REO, LLC
A Delaware Limited Liability Company

By: 
Name: Mitchell Samberg
Title: Managing Member

State of New York
County of Westchester

On 7/10/13, before me, the undersigned, a Notary Public in and for said State, personally appeared Mitchell Samberg, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.


Melissa A. Chaffee, Notary Public

MELISSA A. CHAFFEE
Notary Public, State of New York
Registration #01CH6185679
Qualified in Dutchess County
Commission Expires April 21, 2016

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRUMAN 2012 SC2 REO, 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 TWELFTH DAY OF JULY, A.D. 2013.


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

5215661 8300

130874456



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0586252

DATE: 07-15-13