

Filing Fee: \$100.00



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

LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF REGISTRATION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2014 DEC 22 AM 9:26

Pursuant to the provisions of Section 7-13-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited partnership 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 partnership is TL INVESTORS 1, LP
(The name must contain the words "limited partnership" or the letters and punctuation "L.P.")
and, if different, the name which it proposes to register and transact business in the state of Rhode Island is:

2. The limited partnership is organized under the laws of Delaware
and the date of its formation is July 16, 2013
3. The general character of the business it proposes to transact in Rhode Island is:
To purchase and hold instruments of debt and/or equity, real estate investments and conduct any other business in the
United States, which purpose is deemed to be a lawful business.
4. The name and address of the agent for service of process is INCORPORATING SERVICES, LTD.
(Name of Agent)
222 JEFFERSON BOULEVARD WARWICK RI 02888
(Street Address, not P.O. Box) (City/Town) (Zip Code)
5. The foreign limited partnership hereby agrees that if the foreign limited partnership fails to appoint an agent for service of process or, if appointed, the agent's authority has been revoked or if the agent cannot be found or served with the exercise of reasonable diligence, the foreign limited partnership appoints the Secretary of State of the State of Rhode Island as its agent for service of process.
6. The address of the office required to be maintain in the state of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited partnership is:
160 GREENTREE DRIVE, SUTE 101, DOVER, DE 19904

FILED

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By 238983
A.A. 9:26 A.M.

7. The name and business address of each general partner is:

<u>General Partner</u>	<u>Business Address</u>
TL GP, LLC	605 Third Avenue, 16th Floor, New York, NY 10158

8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the foreign limited partnership to keep those records until the foreign limited partnership's registration in this state is cancelled or withdrawn is:

605 Third Avenue, 16th Floor, New York, NY 10158

9. A mailing address for the foreign limited partnership is c/o TL Investors 1, LP, 605 Third Avenue, 16th Floor,
New York 10158

10. As of the date of this filing, the foreign limited partnership validly exists as a limited partnership under the laws of the jurisdiction of its formation.

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

Date: 12/18/14

TL Investors 1, LP

Print Exact Name of Limited Partnership Making Application

By



General Partner

Benjamin S. Herbst. Managing Member of the GP,
TL GP, LLC

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TL INVESTORS 1, LP" 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 NINETEENTH DAY OF DECEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TL INVESTORS 1, LP" WAS FORMED ON THE SIXTEENTH DAY OF JULY, A.D. 2013.

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

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STATE
SECRETARY OF STATE
CORPORATIONS DIV

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1979351

DATE: 12-19-14



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

