

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

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
2016 JUN 15 PM 2:35

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:

MORGAN STANLEY MORTGAGE CAPITAL HOLDINGS 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 New York State

4. The date of its organization is MARCH 27, 2007

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:

1585 Broadway, New York, New York 10036

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

1585 Broadway, New York, New York 10036

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BY CR-276767

10. Management of the Limited Liability Company (check one only):

- A. The limited liability company is to be managed ☐ by its members. (If you have checked this box, go to item No. 11 – **DO NOT LIST ANY NAMES IN SECTION B.**)

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>
Steven S. Stern	1585 Broadway New York, N.Y. 10036
Kevin Ng	1585 Broadway New York, N.Y. 10036

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:

n/a

(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: June 14, 2016

MORGAN STANLEY MORTGAGE CAPITAL HOLDINGS LLC
Print Exact Name of Limited Liability Company Making Application

By Judith Powell
Signature of Authorized Person
JUDITH POWELL
ASSISTANT SECRETARY

**State of New York
Department of State } ss:**

I hereby certify, that MORGAN STANLEY MORTGAGE CAPITAL HOLDINGS LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 03/27/2007, and that the Limited Liability Company is existing so far as shown by the records of the Department.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 14th day of June
two thousand and sixteen.*

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

