



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

Application for Registration

FOREIGN Limited Liability Company

→ Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16-49, 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:

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|--|--------------------|----------------|
| 1. The name of the limited liability company is: | | |
| Base MSR 2, LLC | | |
| Is this company organized in its state or country of formation as a low-profit limited liability company? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | | |
| The name, if different, under which it proposes to register and transact business in Rhode Island is: | | |
| | | |
| 2. The LLC is organized under the laws of: Delaware | | |
| 3. The date of its organization is: 4/4/2016 | | |
| And the period of its duration is: CHECK ONLY ONE BOX | | |
| <input checked="" type="checkbox"/> Perpetual (on-going) | | |
| <input type="checkbox"/> Date certain for dissolution _____ | | |
| 4. The name and address of the resident agent/office in Rhode Island is: | | |
| Agent Name InCorp Services, Inc | | |
| Street Address (NOT a P.O. Box) 222 Jefferson Blvd., Suite 200 | | |
| City/Town Warwick | State RHODE ISLAND | Zip Code 02888 |
| 5. The Department 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. | | |
| 6. 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: | | |
| 851 Traeger Avenue, Suite 100 San Bruno, CA 94066 | | |

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615


Phone: (401) 222-3040

Website: www.sos.ri.gov

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BY *[Signature]* 305652

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| 7. The mailing address for the limited liability company is: 851 Traeger Avenue, Suite 100 San Bruno, CA 94066 | |
| 8. Management of the Limited Liability Company: The limited liability company is managed: <input type="checkbox"/> By its members (If you have checked this box, go to Section 9. (DO NOT fill out the chart below.) <input checked="" type="checkbox"/> By one (1) or more managers (List managers below) | |
| MANAGER | ADDRESS |
| Chris Tauscher | 851 Traeger Avenue, Suite 100 San Bruno, CA 94066 |
| Michelle C. Blake | 851 Traeger Avenue, Suite 100 San Bruno, CA 94066 |
| | |
| | |
| 9. This application is accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is formed that is dated within 60 days of the filing of this document. | |
| 10. Date when this application for Certificate of Registration will be effective: CHECK ONLY ONE BOX | |
| <input checked="" type="checkbox"/> Date received (Upon filing) | |
| <input type="checkbox"/> Later effective date (Date must be no more than 30 days from the day of filing) _____ | |
| <i>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.</i> | |
| Type or Print Name of LLC Base MSR 2, LLC | Date 5/30/2017 |
| Signature of Authorized Person  <div style="margin-left: 200px; text-align: center;">SIGN DOCUMENT HERE</div> | |

Delaware

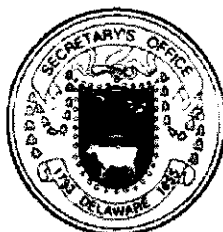
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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BASE MSR 2, 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-FIFTH DAY OF MAY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BASE MSR 2, LLC" WAS FORMED ON THE FOURTH DAY OF APRIL, A.D. 2016.

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



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SR# 20174090151

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202604538

Date: 05-25-17