

Filing Fee: \$150.00

ID Number:

140369



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
MAY 23 1 55 PM '04

Pursuant to the provisions of Section 7-16-49 of the General Laws, 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:

Sotheby's International Realty Membership Services, LLC

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

n/a

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

4. The date of its organization is 4/12/04

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:

170 Westminister Street, Suite 900

Providence

, RI

02903

(Street Address, not P.O. Box)

(City/Town)

(Zip Code)

and the name of the resident agent at such address is Corporation Service Company
(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:

2711 Centerville Road, Suite 400, Wilmington, DE 19808

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

1 Campus Drive, Parsippany NJ 07054

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MAY 20 2004
By [Signature]
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10. The limited liability company is to be managed by:

(Check one box only)

☐ its members or ☒ by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

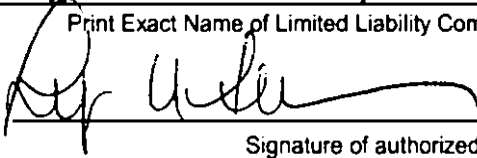
<u>Manager</u>	<u>Address</u>
James E. Buckman	9 W. 57th Street, New York, NY 10019
Robert A. Smith	1 Campus Drive, Parsippany, NJ 07054
_____	_____
_____	_____
_____	_____
_____	_____

12. 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: 4/14/04

Sotheby's International Realty Membership Services, LLC
Print Exact Name of Limited Liability Company Making Application

By 
Signature of authorized person

SOTHEBY'S INTERNATIONAL REALTY FRANCHISE SYSTEMS, INC.

May 13, 2004

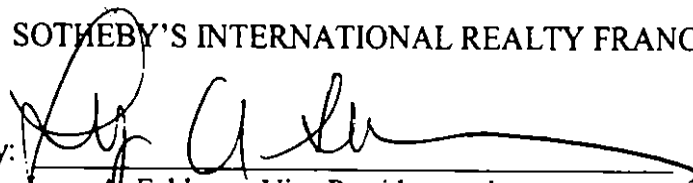
To the Secretary of State
State of Rhode Island

Re: Qualification of Sotheby's International
Realty Membership Services, LLC

The undersigned corporation hereby gives its unqualified consent to the use of the name Sotheby's International Realty Membership Services, LLC for purposes of qualification.

SOTHEBY'S INTERNATIONAL REALTY FRANCHISE SYSTEMS, INC.

By:


Lynn A. Feldman, Vice President and
Assistant Secretary

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OFFICE OF THE DIV
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SOTHEBY'S INTERNATIONAL REALTY, INC.

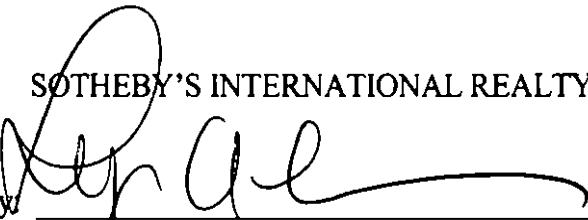
May 13, 2004

To the Secretary of State
State of Rhode Island

Re: Qualification of Sotheby's International
Membership Services, LLC

The undersigned corporation hereby gives its consent to the use by Sotheby's International Realty Membership Services, LLC of the name Sotheby's International Realty Membership Services, LLC for purposes of qualification to do business under the laws of the state named above.

SOTHEBY'S INTERNATIONAL REALTY, INC.

By 
Lynn A. Feldman, Vice President and
Assistant Secretary

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SEC. OF STATE
MAY 13 2004

Delaware

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The First State

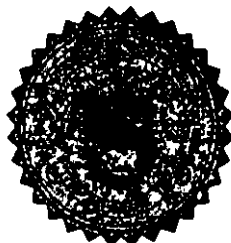
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOTHEBY'S INTERNATIONAL REALTY MEMBERSHIP SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF APRIL, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SOTHEBY'S INTERNATIONAL REALTY MEMBERSHIP SERVICES, LLC" WAS FORMED ON THE TWELFTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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SECRETARY OF STATE
CORPORATIONS DIV.
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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3054215

DATE: 04-15-04