

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF AUTHORITY

I, Brian P. Kemp, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

PACE CAP VII, LLC

a **Foreign Limited Liability Company**

has been duly formed under the laws of **Delaware** and has filed an application meeting the requirements of Georgia law to transact business as a **Foreign Limited Liability Company** in this state.

WHEREFORE, by the authority vested in me as Secretary of State, the above **Foreign Limited Liability Company** is hereby granted, on **12/08/2016**, a certificate of authority to transact business in the State of Georgia as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said application.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on 12/12/2016



A handwritten signature in black ink, appearing to read 'B. P. Kemp', is written in a cursive style.

Brian P. Kemp
Secretary of State



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.georgia.gov/corporations

2016 DEC -8 PM 5:00
SECRETARY OF STATE
CORPORATIONS DIVISION

APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR FOREIGN LIMITED LIABILITY COMPANY

IMPORTANT: Please provide the entity's primary email address when completing this form.
Primary Email Address: info@mburrkeim.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	<u>PACE CAP VII, LLC</u> Name of Limited Liability Company	Name Reservation Number (Optional)		
	<u>December 16, 2016</u> Date business commenced (or proposed) in Georgia (NOTE: If date provided here is more than 30 days prior to the date the application is received by the Secretary of State, a \$500 penalty plus fees must be paid. Penalty is statutory and cannot be waived by Secretary of State.)			
2.	<u>M. Burr Keim Company</u> Name of Filing Person			
	<u>2021 Arch Street</u> Address	<u>Philadelphia</u> City	<u>PA</u> State	<u>19103</u> Zip Code
	<u>info@mburrkeim.com</u> Filer's Email Address	<u>215-563-8113</u> Telephone Number		
3.	<u>PACE CAP VII, LLC</u> Name of Limited Liability Company in State or Country of Formation			
	<u>Delaware</u> Jurisdiction (Home State or Country)	<u>December 8, 2016</u> Date of Formation in Home State or Country	<u>Perpetual</u> Period of Duration	
4.	<u>171 17th Street N.W. - Suite 1575</u> Address of Principal Place of Business	<u>Atlanta</u> City	<u>GA</u> State	<u>30363</u> Zip Code
5.	<u>Robert D. Sumner, Esquire</u> Name of Registered Agent in Georgia	<u>info@sumnerfirm.com</u> Registered Agent's Email Address		
	<u>3459 Lawrenceville-Suwanee Road - Suite D</u> Registered Office Street Address in Georgia (post office box or mail drop not acceptable for registered office address)			
	<u>Suwanee</u> City	<u>Gwinnett</u> County	<u>GA</u> State	<u>30024</u> Zip Code
6.	<u>Neill Faucett 171 17th Street N.W. - Suite 1575</u> Manager's Name & Address (person with substantial responsibility for managing LLC's business activities)	<u>Atlanta</u> City	<u>GA</u> State	<u>30363</u> Zip Code
7.	<u>171 17th Street N.W. - Suite 1575</u> Address Where Limited Liability Company's Records Are Maintained	<u>Atlanta</u> City	<u>GA</u> State	<u>30363</u> Zip Code
8.	Effective Date: (Choose one) <input checked="" type="checkbox"/> Upon filing <input type="checkbox"/> Delayed effective date and/or time: _____ (A delayed effective date must be within 90 days of the filing date.)			
9.	<p>NOTICE: Mail the following items to the Secretary of State at the above address</p> <p>(1) This application;</p> <p>(2) The filing fee of \$225.00 payable to "Secretary of State." Filing fees are non-refundable.</p> <p>This application is signed by a person duly authorized to sign such instruments by the laws of the jurisdiction under which the foreign limited liability company is organized. The foreign limited liability company undertakes to keep its records at the address shown in #7 above until its registration in Georgia is canceled or withdrawn. The foreign limited liability company, in accordance with Title 14 of the Official Code of Georgia Annotated, appoints the Secretary of State as agent for service of process if no agent has been appointed in Georgia or, if appointed, the agent's authority has been revoked or the agent cannot be found or served by the exercise of reasonable diligence.</p>			
	 Signature of Authorized Person	<u>12/05/2016</u> Date		
	<u>R. Eric Emrich</u> Print Name	<u>Manager</u> Title		