

STERLING

OFFICE AND INDUSTRIAL TRUST

CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP

RECEIVED

MAR 21 2016

SEC. OF STATE

CERTIFICATE OF LIMITED LIABILITY LIMITED PARTNERSHIP
OF
STERLING OFFICE AND INDUSTRIAL PROPERTIES, LLLP

40,819,100

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We, the undersigned, for purposes of forming a limited partnership pursuant to North Dakota Century Code Section 45-23, hereby certify:

1. Name. The name of the partnership is Sterling Office and Industrial Properties, LLLP.
2. Business Purpose. (i) To acquire, own, hold and operate commercial real estate; and (ii) To conduct any business that may be lawfully conducted by a limited liability limited partnership organized pursuant to the N.D.C.C. 45-22, provided, however, that such business shall be limited to and conducted in such a manner as to permit Sterling Office and Industrial Trust at all times to qualify as a REIT.
3. Principal Executive Office. The address of the principal executive office of the partnership is:

1711 Gold Drive South, Suite 100
Fargo, North Dakota 58103
4. General Partners. The name of the business address of each general partner is:

Sterling Office and Industrial Trust
1711 Gold Drive South, Suite 100
Fargo, North Dakota 58103
5. Registered Agent. The partnership's commercial registered agent is Corporation Service Company.
6. Status Elected. The partnership elects limited liability limited partnership status.
7. Term. The partnership shall commence on the date of the filing of this Certificate and shall continue in perpetuity until dissolved under the provisions of the Limited Liability Partnership Agreement.

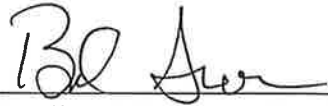
NORTH DAKOTA
Filed 3-22 2016
Alvin Douglas
Secretary of State
TT



Dated this 2nd day of March, 2016.

STERLING OFFICE AND INDUSTRIAL
PROPERTIES, LLLP
a North Dakota limited liability partnership

By: Sterling Office and Industrial Trust,
its General Partner

By: 

Bradley J. Swenson, President