

B9500000194

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

CORPORATION(S) NAME

FILED

95 MAY 30 PM 4:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM
\$1785.00 - P.F.

Independence Tax Credit Plus L.P. III
d/b/a

Independence Tax Credit Plus Limited Partnership III

- Profit
- NonProfit
- Limited Liability
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
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- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
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-06/01/95--01117--001
***1785.00 ***1785.00

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Independence Tax Credit Plus L.P. III
(Name of limited partnership as it is in the home state;

2. Independence Tax Credit Plus Limited Partnership III
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware (State of Formation) 4. 12/23/93 (Date of Formation)

5. C T CORPORATION SYSTEM
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

Margaret Bertosen
(Officer must sign on this line)
Margaret Bertosen - Asst. Secretary
(Type Name and Title of Officer)

8. c/o The Related Companies, L.P., 625 Madison Avenue, New York, NY 10022
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS SPECIFIC ADDRESS
Related Independence Associates III, L.P. 625 Madison Avenue, New York, NY 10022

10. 625 Madison Avenue, New York, NY 10022
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

12. c/o The Related Companies, L.P., 625 Madison Avenue, New York, NY 10022
(Mailing Address of Limited Partnership)

FILED
95 JAN 30 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B9500000193

This 24th day of April, 19 95
by: Alan P. Hirmes, Senior V.P.
of: DeLia, Inc.

Alan P. Hirmes
General Partner
Alan P. Hirmes, Senior V.P.

STATE OF NEW YORK
COUNTY OF NEW YORK

THE FOREGOING instrument was acknowledged and sworn to before me this 24th day of April, 19 95, by Alan P. Hirmes, Senior V.P. (Name of General Partner) of the g.p. of the g.p. of DeLia Tax Credit P.L.S. I, P. III (Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Erin L. Sauti
Notary Public
State of _____ at Large

(SEAL)

My Commission Expires:

ERIN L. SAUTI
Notary Public, State of New York
No. 015A5022549
Qualified in New York County
Commission Expires January 12, 19 96

FILED
95 MAY 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Alan P. Hirmes, Senior Vice President of the general partner of the general partner of Independence Tax Credit Plus L.P. III, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

- 1.) The amount of capital contributions of the limited partners is \$ 43,440,000.00.
- 2.) The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,378,754.00.

This 24th day of May, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 MAY 30 PM 4:00

FILED

General Partner

Alan P. Hirmes
Alan P. Hirmes

State of New York
County of New York
May 24th 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Alan P. Hirmes, Senior Vice President of the general partner of the general partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of May, 1995.

Seal

Notary Public

Erin L. Saluti
Erin L. Saluti

ERIN L. SALUTI
Notary Public, State of New York
No. 01SA5022549
Qualified in New York County
Commission Expires January 18, 1996

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$300 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra Morton
Secretary of State
DIVISION OF CORPORATIONS

FILED

1995 NOV 21 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
B9500000194

INDEPENDENCE TAX CREDIT PLUS LIMITED PARTNERSHIP

Mailing Address
**% THE RELATED COMPANIES, L.P.
625 MADISON AVENUE
NEW YORK NY 10022**

Principal Office Address
**625 MADISON AVENUE
NEW YORK NY 10022**

Suite, Apt #, etc

City, State & Zip

700001648107

2a. New Principal Office Address, if Applicable
*****316.25 ***576.25**

Suite, Apt #, etc

City, State & Zip

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA **05/30/1995**

3a. Date of Last Report

4. State or Country of Formation
DE

5a. Capital Contributions as Shown
on Record.
\$1,378,754.00

5b. Amount of Capital Contributions in
FLORIDA by date

6. FEI Number
13-37463317

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of \$7.10 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$57.50 and a maximum of \$437.50.
2.) Supplemental Fee: \$138.75 pursuant to section 607.193, F.S.

THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
% C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt #, etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Number(s))

11b. City, State & Zip Code

11c. Registrar/Document Number

RELATED INDEPENDENCE ASSOCIA

625 MADISON AVENUE

NEW YORK NY 10022

B9500000194

AP - \$437.50
SF - \$138.75

11/21/95 am

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Lynn A. McMahon

DATE

9/26/95

Typed or Printed Name of General Partner Signing Form

Lynn McMahon, Secretary

Telephone Number

(212) 421-5333

CR2E003 (6/95)