

B9500000225
REALTY INVESTMENT COMPANY, INC.

8737 COLESVILLE ROAD, SUITE 800
SILVER SPRING, MARYLAND 20910

TELEPHONE: 301-495-4400
FACSIMILE: 301-495-4407

May 5, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32316

400001514874
-05/16/95--01020--003
****428.75 ****428.75

RE: Registration of Foreign Limited Partnership

Dear Sir or Madam:

Please find enclosed the appropriate registration paperwork for RIC Pinebrook Apartments Limited Partnership along with a check for \$428.75. The check is to cover the contributed capital amount of \$315.00, \$35.00 for the designation of the registered agent, \$52.50 for one certified copy and \$26.25 for three certificates under seal.

If you have any questions regarding this request, please do not hesitate to contact me at the above number. Thank you for your assistance in this matter.

Sincerely,

Colleen McCarthy

Colleen McCarthy

6/20/95 aw
cc
3 cus

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1995 JUN 15 AM 10 41

FILED

TRANSMITTAL LETTER

**TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS**

**SUBJECT: RIC PINEBROOK APARTMENTS LIMITED PARTNERSHIP
(Name of corporation)**

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

COLLEEN MCCARTHY
(Name of Person)
REALTY INVESTMENT COMPANY, INC.
(Firm/Company)
8737 COLESVILLE ROAD, SUITE 400
(Address)
SILVER SPRING, MD 20910
(City, State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you need to call someone concerning this matter, please call:

Colleen McCarthy at (301) 495-4400
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Florida Department of State, Jim Smith, Secretary of State

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

1. RIC PINEBROOK APARTMENTS LIMITED PARTNERSHIP B95000000225
(Name of limited partnership as it is in the home state;

2. _____
(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. MARYLAND 4. MAY 8, 1995
(State of Formation) (Date of Formation)

5. REALTY INVESTMENT COMPANY, INC. c/o MATT LUNDSTROM
(Name of Registered Agent for Service of Process)

6. 2447 NORTH WICKHAM ROAD, SUITE 118
(Street Address of Registered Office)
MELBOURNE, Florida 32935
(City) (Zip Code)

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TALLAHASSEE, FLORIDA

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

[Signature]
(Agent must sign on this line)

8. 8737 COLESVILLE ROAD, SUITE 800 SILVER SPRING, MD 20910
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

ACQUISITION INVESTMENT COMPANY, INC. 8737 COLESVILLE ROAD, SUITE 800
SILVER SPRING, MD 20910

10. 8737 COLESVILLE ROAD, SUITE 800 SILVER SPRING, MD 20910
(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. 8737 COLESVILLE ROAD, SUITE 800, SILVER SPRING, MD 20910
(Mailing Address of Limited Partnership)

This SECOND day of JUNE, 1995.

[Handwritten Signature]
General Partner

WILLIAM H. EVERNGAM III, VICE PRESIDENT
STATE OF Maryland ACQUISITIONS INVESTMENT COMPANY, INC.
COUNTY OF Montgomery.

THE FOREGOING instrument was acknowledged and sworn to before me this SECOND day of JUNE, 1995, by WILLIAM H. EVERNGAM III (Name of General Partner) of VICE PRESIDENT, ACQUISITION INVESTMENT COMPANY, INC.

RIC PINEBROOK APARTMENTS LIMITED PARTNERSHIP
(Name of Limited Partnership), A MARYLAND (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Michelle Marie Gagenis

Notary Public
State of Maryland at Large
My Commission Expires:
7/23/97

(SEAL)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

WILLIAM H. EVERNGAM III, V.P.

BEFORE ME, the undersigned, personally appeared ACQUISITION INVESTMENT CO., INC. general partner of RIC PINEBROOK APARTMENTS L.P., a (an) MARYLAND limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 44,929.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 44,929.00.

This SECOND day of JUNE, 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.

[Handwritten Signature]
General Partner

WILLIAM H. EVERNGAM III, VICE PRESIDENT
ACQUISITION INVESTMENT COMPANY, INC.

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1995 JUN 15 10 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Maryland
COUNTY OF Montgomery
DATE 6/2/95

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 _____ (General Partner, known to me and know 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 WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this SECOND day of JUNE, 1995.

Michelle Marie Gregoris
Notary Public

Seal

State of Maryland at Large
My Commission Expires:
7/23/97

**FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



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

1. Name of Limited Partnership

1a. DOCUMENT #
B9500000225

RIC PINEBROOK APARTMENTS LIMITED PARTNERSHIP

Mailing Address
**8737 COLESVILLE ROAD
SUITE 600
SILVER SPRING MD 20910**

Principal Office Address
**8737 COLESVILLE ROAD
SUITE 600
SILVER SPRING MD 20910**

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 **06/15/1995**

3a. Date of Last Report

4. State or Country of Formation
MD

5a. Capital Contributions as Shown
on Record
\$44,929.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number
52-1429785

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or Ca # 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, 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

**REALTY INVESTMENT COMPANY, INC.
2467 NORTH WICKHAM ROAD
SUITE 118
MELBOURNE FL 32935**

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 or janized 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)

ACQUISITION INVESTMENT COMPA

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

8737 COLESVILLE RD.,

11b. City, State & Zip Code

SILVER SPRING MD 2091

11c. Registration/
Document Number

F94000003858

**800001685538
-01/10/96--01/14--008
****493.25 ****453.25**

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

**ACQUISITION INVESTMENT COMPANY, INC. - GEN. PARTNER
RUTH DONNELLY, SECRETARY**

DATE **DEC. 14, 1995**

Telephone Number **(301) 495-4400**

DO NOT WRITE IN THIS SPACE
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96 JUN 9 PM 5:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten initials]

CR2E003 (6/95)