

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0193 FAX

800-342-8086



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**B96000000 495**

ACCOUNT NO. : 072100000032

REFERENCE : 200385 4728933

AUTHORIZATION : *Patricia Puyuk*

COST LIMIT : \$ 96.25

ORDER DATE : December 24, 1996

ORDER TIME : 10:27 AM

ORDER NO. : 200385-005

CUSTOMER NO: 4728933

CUSTOMER: Lily F. Bussey, Legal Asst  
Mcmanemin & Smith  
Suite 1600  
600 North Pearl Street  
Dallas, TX 752012810

**200002037832-7**

FOREIGN FILINGS

NAME: JEFFERSON AT WYNDHAM LAKES,  
L.P.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 24 PM 12:53  
TALLAHASSEE, FL

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

**B96-495**

Name Availability	<i>OK</i>
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

Florida Department of State, Sandra D. Mortham, Secretary of State

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

1. JEFFERSON AT WYNDHAM LAKES, L.P.  
(Name of limited partnership as it is in the home state)
2. JEFFERSON AT WYNDHAM LAKES, LTD.  
(If name is unavailable, name under which the limited partnership proposed to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Texas  
(State of Formation)
4. December 23, 1996  
(Date of Formation)
5. The Prentice-Hall Corporation System, Inc.  
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street, Suite 105  
(Street Address of Registered Office)  
  
Tallahassee, Florida 32301  
(City) (Zip Code)
7. **Acceptance by the Registered Agent for Service of Process.**  
  
The Prentice-Hall Corporation System, Inc.  
By: *Aaren B. Leger*  
(Agent must sign on this line)
8. 600 E. Las Colinas Boulevard, CIGNA Tower, Suite 1800, Irving, Texas 75039  
(Address of registered office required in state of formation or, if not required, address of principal office)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS  
  
Carmil Capital Corporation, ✓  
a Texas corporation 600 E. Las Colinas Boulevard  
CIGNA Tower, Suite 1800  
Irving, Texas 75039
10. 600 E. Las Colinas Boulevard, CIGNA Tower, Suite 1800, Irving, Texas 75039  
(Office where names, address 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 canceled or withdrawn.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 24 PM 11:53

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12. 600 E. Las Colinas Boulevard, CIGNA Tower, Suite 1800, Irving, Texas 75039

(Mailing address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 23rd day of December, 1996.

**GENERAL PARTNER:**

CARMIL CAPITAL CORPORATION,  
a Texas corporation

By: C. Christopher Harris

Name: C. Christopher Harris

Title: Senior Vice President

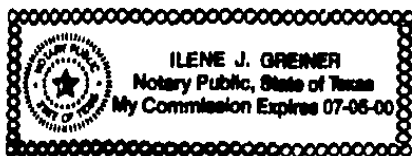
STATE OF TEXAS

COUNTY OF DALLAS

On this 23rd day of December, 1996, C. Christopher Harris, the  
Senior Vice President of Carmil Capital Corporation, a Texas corporation,  
personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_



Seal

Ilene J. Greiner  
(Notary Public Signature)

(Notary's Printed Name)

My Commission Expires: \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 21 PM 12:53

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR  
FOREIGN LIMITED PARTNERSHIP**

*BEFORE ME* the undersigned personally appeared C. Christopher Harris, the Senior Vice President of Carmil Capital Corporation, the general partner of JEFFERSON AT WYNDHAM LAKES, L.P., a Texas limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The amount of the capital contributions of the limited partners is \$ 99.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 99.00.

*Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

This 23<sup>rd</sup> day of December, 1996.

**GENERAL PARTNER:**

CARMIL CAPITAL CORPORATION,  
a Texas corporation

By: \_\_\_\_\_

Name: C. Christopher Harris

Title: Senior Vice President

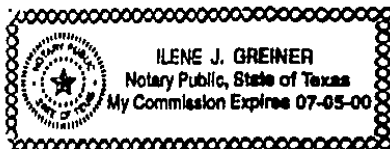
STATE OF TEXAS

COUNTY OF DALLAS

On this 23<sup>rd</sup> day of December, 1996, C. Christopher Harris, the Senior Vice President of Carmil Capital Corporation, a Texas corporation, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_



Ilene J. Greiner  
(Notary Public Signature)

\_\_\_\_\_  
(Notary's Printed Name)

Seal

My Commission Expires: \_\_\_\_\_

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
95 DEC 24 PM 12:53



THE UNITED STATES  
CORPORATION  
COMPANY

1396000000495



THE UNITED STATES  
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 532390 4728933

AUTHORIZATION :

*Patricia Pappas*

COST LIMIT : \$ 52.50

ORDER DATE : September 17, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 532390-010

300002295793--3

CUSTOMER NO: 4728933

CUSTOMER: Lisa M. Figueroa, Secretary  
Mcmanemin & Smith  
Suite 1600  
600 North Pearl Street  
Dallas, TX 752012810

DOMESTIC AMENDMENT FILING

NAME: JEFFERSON AT WYNDHAM LAKES,  
L.P.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 17 PM 1:13

RECEIVED  
97 SEP 17 AM 11:31  
DIVISION OF CORPORATION

*OK*  
*9/17/97*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

September 17, 1997

ANDREW CUMPER  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: JEFFERSON AT WYNDHAM LAKES, LTD.  
Ref. Number: B96000000495

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 17 PM 1:13

We have received your document for JEFFERSON AT WYNDHAM LAKES, LTD. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

Please list an address for the new General Partner -- APARTMENT COMMUNITY REALTY LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 897A00046250

**CERTIFICATE OF AMENDMENT  
TO  
APPLICATION FOR REGISTRATION  
OF**

Jefferson at Hyndham Lakes, L.P.

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows: Paragraph 9 is hereby amended to change the name of the General Partner to: Apartment Community Realty LLC, a Delaware limited liability company at 600 E. LAS COLINAS BLVD, SUITE 1800 IRVING, TX 75039.

Apartment Community Realty LLC, a Delaware  
limited liability company

By: [Signature]

(Signature of a General Partner)

Name: C. Christopher Harris, Senior Vice President

(Type or printed name of General Partner signing above)

STATE OF TEXAS

COUNTY OF DALLAS

On this 16th day of September, 19 97,  
personally appeared before me,

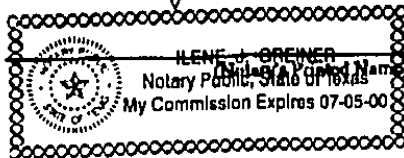


who is personally known to me



whose identity I proved on the basis of \_\_\_\_\_

[Signature]  
(Notary Public Signature)



Seal

My Commission Expires:

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DIVISION OF CORPORATIONS  
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