

Document Number Only

398000000017

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN -7 PM 4: 11

500002400295
-01/14/98-01090-027
***1846.25 ***1846.25

WRBD, L.P.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☒ Limited Partnership

☐ Reinstatement

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other ucc Filing

☐ Change of R.A.

☐ Fic. Name

☒ CUS

☐ After 4:30

☒ Pick Up

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98 JAN -7 PM 1:43
DIVISION OF CORPORATIONS

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CR2E031 (1-89)

1/7
1/7/98
LVP 1785.00
CUS 61.25
CORAFORLP



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 7, 1998

CT CORP. SYSTEM

TALLAHASSEE, FL

SUBJECT: WRBD. L.P.
Ref. Number: W98000000410

d/b/a

Walden Residential BD, Limited Partnership

We have received your document for WRBD. L.P. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 298A00000959

Walk-In

Pick-Up

1/9/98

** Please backdate filing
to: January 7th*

Thanks!

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -7 PM 4: 11
98 JAN -9 PM 4: 11

15

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98 JAN -9 PM 1: 03

Florida Department of State, Jim Smith, Secretary of State

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

FILED STATE
SECRETARY OF CORPORATIONS
98 JAN -7 PM 1:43

1. WRBD, L.P.
(Name of limited partnership as it is in the home state;

2. Walden Residential BD, Limited Partnership
(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 4. November 12, 1997
(State of Formation) (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.

C T CORPORATION SYSTEM
Connie Bryan
(Officer must sign on this line)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. One Lincoln Centre, 5400 LBJ Freeway #400, Dallas, TX 75240
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

Walden Residential Properties,
Inc.

SPECIFIC ADDRESSES
One Lincoln Centre, 5400 LBJ Freeway #400,
Dallas, TX 75240

894000001281

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10. One Lincoln Centre, 5400 LBJ Fwy, #400, Dallas, TX 75240
(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. Same
(Mailing Address of Limited Partnership)

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN - 7 PM 4:11

This 5th day of January, 1998.

Walden Residential Properties, Inc.

General Partner

Mark S. Dillinger, Mark S. Dillinger, Executive Vice President

STATE OF Texas

COUNTY OF Dallas

THE FOREGOING instrument was acknowledged and sworn to before me this 5th day of JAN, 1998, by Walden Residential Properties, (Name of General Partner) of

WRBD, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited Partnership, on behalf of the Limited Partnership.

S. Gray
Notary Public

State of Texas at Large

(SEAL)

My Commission Expires:

JULY 19, 1999

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Walden Residential Properties, Inc. a general partner of WRBD, L.P., a (an) Delaware, limited partnership, hereinafter referred to as the "Partnership" who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 25,500,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 500,000.00

This 5th day of January, 19 98.

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.

General Partner

Walden Residential Properties, Inc.

By: Mark S. Dillinger

Executive Vice President

STATE OF TEXAS
COUNTY OF DALLAS
DATE JAN 5, 1998

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 Walden Residential Properties, Inc. (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 5th day of JANUARY, 19 98.

S. Gray
Notary Public

Seal

State of TEXAS at Large

My Commission Expires:

JULY 19, 1999