



B9900000197

ACCOUNT NO. : 072100000032

REFERENCE : 242651 4728933

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 1,846.25

ORDER DATE : May 17, 1999

ORDER TIME : 1:44 PM

500002879245--0

ORDER NO. : 242651-005

CUSTOMER NO: 4728933

CUSTOMER: Connie Elfenbein, Legal Asst  
Mcmanemin & Smith  
Suite 1600  
600 North Pearl Street  
Dallas, TX 75201-2890

FOREIGN FILINGS

NAME: JEFFERSON PEMBROKE, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Angie Glisar

*BK*  
*5/18/99*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 18 PM 4: 07

RECEIVED  
99 MAY 18 PM 3: 14  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2117445039

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

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

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 MAY 18 PM 4:07

1. Jefferson Pembroke, L.P. (Name of limited partnership as it is in the home state)

2. Jefferson Pembroke, 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. Delaware (State of Formation) 4. May 14, 1999 (Date of Formation)

5. Corporation Service Company. (Name of Registered Agent for Service of Process)

6. 1201 Hays Street. (Street Address of Registered Office)

Tallahassee, Florida 32301 (City) (Zip Code)

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

CORPORATION SERVICE COMPANY

By: Patricia Pizito (Agent must sign on this line)

8. 1013 Centre Road, Wilmington, Delaware 19805 (Address of registered office required in state of formation or, if not required, address of principal office)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

Apartment Community Realty LLC 600 East Las Colinas Boulevard 1800 CIGNA Tower Irving, Texas 75039

10. 600 East Las Colinas Boulevard, 1800 CIGNA Tower, Dallas, 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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

12. 600 East Las Colinas Boulevard, 1800 CIGNA Tower, 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 13<sup>th</sup> day of May, 1999.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY 18 PM 4:07

**GENERAL PARTNER:**

APARTMENT COMMUNITY REALTY LLC,  
a Delaware limited liability company

By: Scot McLaughlin  
Name: Scot M. McLaughlin  
Its: Vice President

STATE OF Texas

COUNTY OF Dallas

On this 13<sup>th</sup> day of May, 1999, Scot McLaughlin personally appeared before me,

# who is personally known to me

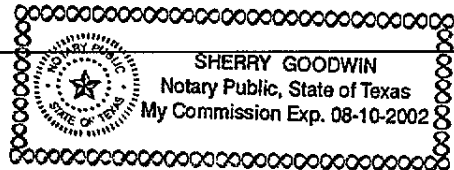
9 whose identity I proved on the basis of \_\_\_\_\_

Sherry Goodwin  
(Notary Public Signature)

SHERRY GOODWIN  
(Notary's Printed Name)

Seal

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



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

BEFORE ME the undersigned personally appeared Scot McLaughlin  
VICE PRESIDENT of Apartment Community Realty LLC, general partner of  
Jefferson Pembroke, Ltd., a Delaware limited partnership, hereinafter referred to as the  
APartnership, @ who certifies as follows:

1. The amount of the capital contributions of the limited partners is \$10,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated  
for the purposes of transacting business in Florida is \$10,000,000.00

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 13<sup>th</sup> day of May, 1999.

Scot McLaughlin  
NAME: Scot M. McLaughlin  
Vice President

STATE OF Texas

COUNTY OF Dallas

On this 13<sup>th</sup> day of May, 1999, Scot McLaughlin personally appeared before me,

# who is personally known to me

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

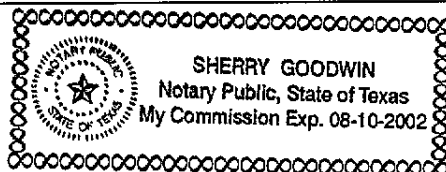
Sherry Goodwin  
(Notary Public Signature)

SHERRY GOODWIN  
(Notary's Printed Name)

Seal

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

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FILED  
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18 MAR 19 10 07 PM