

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-0171

800-342-8086

F96000005154



ACCOUNT NO. : 072100000032

REFERENCE : 103283 4300087

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$ 315.00

ORDER DATE : September 30, 1996

ORDER TIME : 11:09 AM

ORDER NO. : 103283

CUSTOMER NO: 4300087

400001962964

CUSTOMER: Frann Katz, Legal Assistant
Bachner Tally Polevoy & Misher
380 Madison Avenue

*W96-20821
P443*

New York, NY 100172590

FOREIGN FILINGS

NAME: TGM RIVER BEND INC.

XXXX QUALIFICATION (TYPE: NP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -2 AM 9:22

FILED

DIVISION OF CORPORATION

96 OCT -2 PM 12:24

RECEIVED

Bo



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 2, 1996

CSC NETWORKS

SUBJECT: TGM RIVER BEND INC.
Ref. Number: W96000020821

RESUBMIT
Please give original
submission date as file date.

We have received your document(s) in this office, however, the document is being returned for the following:

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of \$1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the \$1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the annual report(s) is \$600.00.

We can't deduct the penalty from your account you would need to provide us with a check for Annual Report Fees.

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

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 396A00045112

Michael - per our discussion - 501C3

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96 OCT -4 PM 3:37
DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

NON-PROFIT CORPORATION

1. TGM River Bend Inc.
(Name of corporation; must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Delaware 3. 13-3711734
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 5/7/93 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 5/18/93
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 617.155, F.S.)

7. c/o TGM Associates L.P.,
650 Fifth Avenue, 28th Floor, New York, New York 10019
(Current mailing address)

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TALLAHASSEE, FLORIDA

8. *SEE ATTACHED ADDENDUM A
(Purpose(s) of corporation authorized in both state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Corporation Service Company
(Name)
1201 Hays Street
(Office address)
Tallahassee Florida, 32301
(City) (Zip Code)

10. **Registered agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Verkie Schreiber, Asst. V.P.
(Registered agent's signature)

ADDENDUM A
ATTACHMENT TO APPLICATION FOR AUTHORITY

for

TGM RIVER BEND INC.

("Applicant Corporation")

In the State of Florida

as a non-profit corporation

(Description of Business Conducted)

Applicant Corporation is exempt from Federal income taxation under Internal Revenue Code ("Code") Section 501(c)(25) as a qualified subsidiary of a real estate title-holding corporation, also exempt under Code Section 501(c)(25), whose sole purpose is, directly or through subsidiaries such as Applicant Corporation, to acquire, hold title to, collect and distribute income from real property to its sole shareholder, a governmental public employees retirement system of the State of Ohio, exempt from Federal income taxation under Internal Revenue Code Sections 401 and 501. Applicant Corporation remits all of its income to its parent for such purpose.

Applicant Corporation will apply for a determination of tax-exempt status in the State of Florida.

Applicant Corporation is making this application as a non-profit corporation.

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Thomas Gochberg, Sole Director* *

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President:**SEE ATTACHED ADDENDUM B

Address: _____

Vice Presidents: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

TGM RIVER BEND INC.

13. Thomas Gochberg, President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

Thomas Gochberg, President

(Typed or printed name and capacity of person signing application)

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ADDENDUM B
ADDENDUM (RC1,2)

Thomas Gochberg
Steven C. Macy
Paul V. Meichelbeck
Brian Rutter
Dianna McFarland

President and Assistant Secretary*
Executive Vice President and Assistant Secretary*
Senior Vice President and Treasurer*
Vice President and Assistant Secretary*
Secretary*

*The address for all director(s) and officers is as follows: c/o TGM Associates L.P., 650 Fifth Avenue, 28th Floor, New York, New York 10019.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

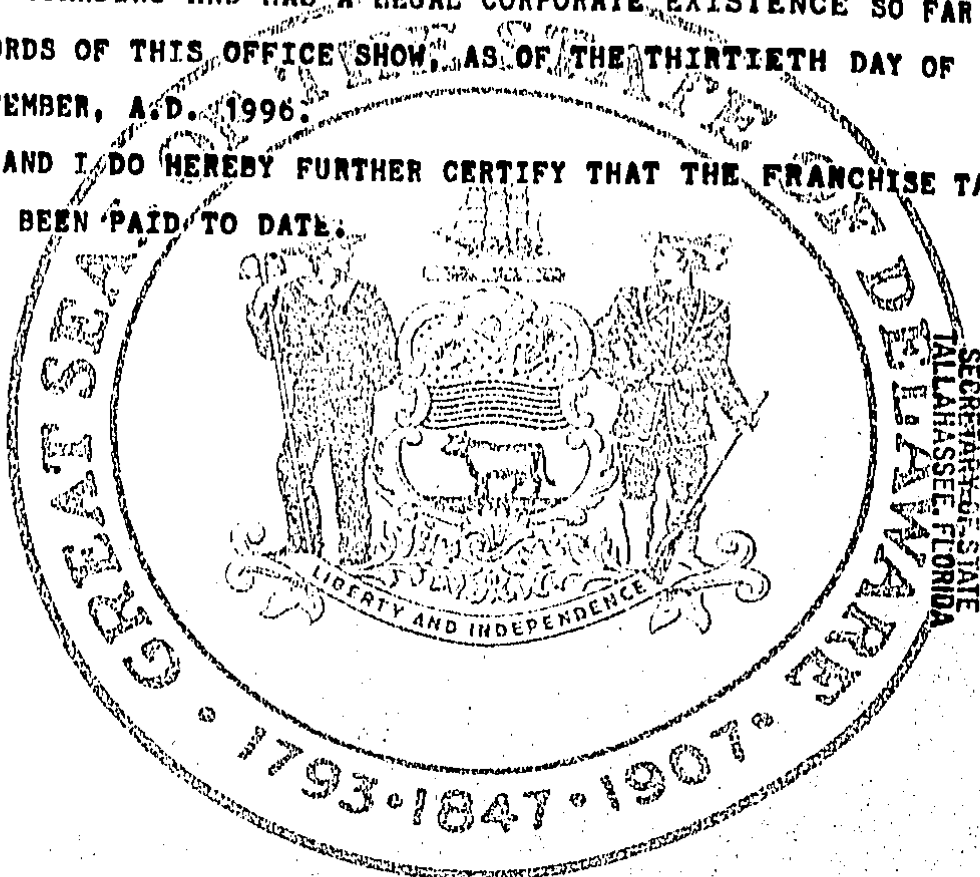
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "168 RIVER BEND INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF SEPTEMBER, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward J. Freel

Edward J. Freel, Secretary of State



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960283575

AUTHENTICATION: 8126167
DATE: 09-30-96