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ACCOUNT NO. : 072100000032

REFERENCE : 270801 7134878

AUTHORIZATION : Patricia Pajito

COST LIMIT : \$ 87.50

ORDER DATE : June 10, 1999

ORDER TIME : 12:24 PM

ORDER NO. : 270801-005

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CUSTOMER NO: 7134878

CUSTOMER: Laurie F. Malasky, Legal Asst  
Rudnick Wolfe Epstein  
1201 New York Av.,nw Penthouse  
Washington, DC 20005-3916

FOREIGN FILINGS

NAME: CAPREIT OF PINE CLUB II, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Jeanine Reynolds

RECEIVED  
99 JUN 11 PM 12:56  
DEPARTMENT OF STATE  
DIVISION OF EXERCISES  
711A EAST WASHINGTON

AL JUN 11 1999

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CAPREIT of Pine Club II, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "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.)

2. Maryland 3. Applied For

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. May 20, 1999 5. Perpetual

(Date of incorporation)

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon acceptance of filing

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11200 Rockville Pike, Suite 100, Rockville, Maryland 20852

(Current mailing address)

8. To act as general partner of limited partnership

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.*

Corporation Service Company

By: Sheila R. Carroll, Asst. Secy.

(Registered agent's signature)  
Sheila R. Carroll

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)

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

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

President: See attached officers/directors rider

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

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

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. **Richard L. Kadish**  
(Typed or printed name and capacity of person signing application)

**EXHIBIT A**  
to Application By Foreign Corporation For  
Authorization to Transact Business in Florida

Richard L. Kadish, Pres./Chief Executive Officer	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Bruce A. Esposito, Senior Vice President/Chief Financial Officer/Treasurer	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Jeffrey A. Goldshine, Senior Vice President/ Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Ernest L. Heymann, Senior Vice President/ Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Eugene H. Goodsell, Vice President/ Controller	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Rick J. Band, Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Sandra L. Becker, Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
David R. Schattenberg, Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Charles W. Stanton, Assistant Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Carol A. Yates, Assistant Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Deborah K. Walker, Assistant Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Robert A. Shapiro, Assistant Vice President	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Kathleen S. Devaney, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Bruce E. Bershtein, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Justine E. Wilcox, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Andrew J. Levy, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852
Howard R. Majev, Assistant Secretary	11200 Rockville Pike, Suite 100 Rockville, Maryland 20852

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE, RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CAPREIT OF PINE CLUB II, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION AT THE TIME OF THIS CERTIFICATE IS IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MAY, 28, 1999.



Paul B. Anderson  
Charter Division

