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PICK-UP WAIT MAIL

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Entity

UOCA

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M. P. Verifier DCC



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07/18/03--01063--003 **130.00

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03 JUL 18 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Waterford Square Apartments Associates, L.L.C.

23123 South State Road 7, Suite 301, Boca Raton, Florida 33428
Telephone: (561) 451-0220 Fax (561) 451-0229

July 15, 2003

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32314

RE: Waterford Square Apartments Associates, L.L.C.

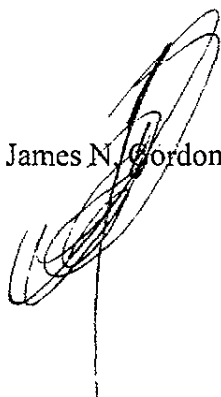
Dear Corporate Division:

Enclosed please find check #9078 for the Filing Fee for Articles of Organization (enclosed), Designation of Registered Agent and Certificate of Status regarding the above referenced L.L.C.

Please *expedite* and return in the stamped envelope enclosed. I appreciate your helping me in this very important matter. If you have any questions please feel free to call Robin at (561) 451-0220 ext. 112.

Thank you,

James N. Gordon, Agent



FILED
JUL 15 2003
AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Waterford Square Apartments Associates, L.L.C.
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

James N. Gordon, MGRM

(Name of Person)

GPC Realty (S.C.) Investments, L.L.C.

(Firm/Company)

23123 South State Road 7, #301

(Address)

Boca Raton, FL 33428

(City/State and Zip Code)

For further information concerning this matter, please call:

James N. Gordon

(Name of Person)

at (561) 451-0227

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUL 18 AM 8:00

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Waterford Square Apartments Associates, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

23123 S. State Rd. 7, #301

Boca Raton, FL 33428

Mailing Address:

Same

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

James N. Gordon

Name

23123 S. State Rd 7, #301

Florida street address (P.O. Box **NOT** acceptable)

Boca Raton FL 33428

City, State, and Zip

FILED
JUL 18 AM 8:00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

Registered Agent's Signature

(CONTINUED)

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

E. Stanley Kroenke

1001 Cherry St. #308

Columbia, MO 65201

MGRM

Gordon Property Company XXVIV, L.L.C.

23123 S. State Rd. 7, #301

Boca Raton, FL 33428

Member

Midwest Diversified Employee Benefit Pl.

23123 S. State Rd. 7, #301

Boca Raton, FL 33428

Member

JTS Investment Company of Florida, L.L.C.

23123 S. State Rd. 7, #301

Boca Raton, FL 33428

03 JUN 18 AM 8:00
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SECRETARY OF STATE
FLORIDA

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

James N. Gordon, MGRM, Gordon Property Co. XXVIV, L.L.C.

Typed or printed name of signee

MGRM, GPC Realty (S.C.) Investments, L.L.C.

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)