



MO10000000233

ACCOUNT NO. : 072100000032

REFERENCE : 982031 4332362

AUTHORIZATION : Patricia Poggato

COST LIMIT : \$ 125.00

ORDER DATE : January 29, 2001

ORDER TIME : 11:22 AM

ORDER NO. : 982031-005

300003601963--3

CUSTOMER NO: 4332362

CUSTOMER: Cynthia A. Sivils, Legal Asst
Brownstein Hyatt & Farber,
410 17th Street, 22nd Floor

Denver, CO 80202

FOREIGN FILINGS

NAME: SLP HOUSING II, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Denise Mick -- EXT# 1150

EXAMINER: VB

NOI-2225

1-31-01

01 JAN 30 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

01 JAN 30 PM 12:10
DIVISION OF CORPORATION
RECEIVED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 30, 2001

CSC
DENISE MICK

SUBJECT: SLP HOUSING II, LLC
Ref. Number: W01000002225

We have received your document for SLP HOUSING II, LLC and the authorization to debit your account in the amount of \$125.00. However, the document has not been filed and is being returned for the following:

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 501A00005547

APPROVED
AND
FILED
01 JAN 30 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. SLP HOUSING II LLC
(Name of foreign limited liability company)
2. Nevada
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 88-0406388
(FEI number, if applicable)
4. August 12, 1998
(Date of Organization)
5. December 31, 2040
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o SunAmerica Inc., 1 SunAmerica Center, Century City, Los Angeles,
California 90067-6022
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here

9. The name and usual business addresses of the managing members or managers are as follows:

SunAmerica Investments, Inc.
c/o SunAmerica Inc.
1 SunAmerica Center, Century City
Los Angeles, CA 90067-6022
Attn: Michael L. Fowler

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Acting as general partner
of Canyon Walk Housing Partners, Ltd., a Florida limited partnership

SUNAMERICA INVESTMENTS, INC., a Georgia corporation

By: [Signature]

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

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

Michael L. Fowler, Authorized Agent

Typed or printed name of signee

APPROVE
AND
FILED
01 JAN 30 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

SLP HOUSING II, LLC

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

Corporation Service Company

(Name)

1201 Hays Street

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

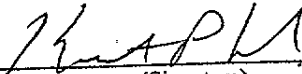
Tallahassee

FL

32301

City/State/Zip

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..



(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **SLP HOUSING II LLC**, as a limited-liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since August 12, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on January 22, 2001.



Dean Heller

Secretary of State

By

Jacqueline Wynn
Certification Clerk

01 JAN 30 AM 9:35
SECRETARY OF STATE
TAMM ATHLETIC CENTER
CARSON CITY, NEVADA

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AND
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