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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

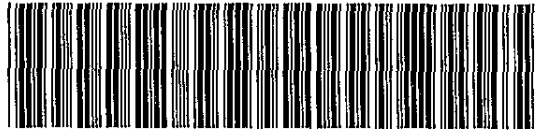
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Certified Copies \_\_\_\_\_    Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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Office Use Only



800037714688

Bobbie called 5-29-81  
letter sent:



# C T CORPORATION SYSTEM

Associated with The Corporation Trust Company  
120 Broadway, New York, NY 10019-1111

April 14, 1981

**848954**

*same people MB of NY new foreign*

Secretary of State  
Division of Corporation  
Capital  
Tallahassee, Florida 32302

Gentlemen:

RE: RELATED HOUSING COMPANY, INC.

#AA 98038-1  
7462 5/25/81  
7462 5/25/81

Pursuant to the instructions of counsel, we enclose for filing the necessary documents to qualify the above corporation in your state, together with funds in payment of the required fees. When the enclosures have been filed, please forward the usual evidence of filing to this office.

If for any reason filing cannot be effected promptly, please notify us by telephone at the following toll-free number: 800-223-7567.

Very truly yours,

C T CORPORATION SYSTEM

*Stephen Payne*  
Stephen Payne  
Service Division

SF:ij  
Encl.

COUNSEL: Shipley & Rothstein  
645 Fifth Avenue  
New York, New York 10022  
Att: Mary Smosky

SPECIAL INSTRUCTIONS

*4/29/81*

848954

C. TAX \$30  
FILING 15  
R. AGENT FEE 3  
C. COPY \_\_\_\_\_  
TOTAL \$48  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

FILED  
N. STATE  
FLORIDA  
APR 17 11 54 AM '81  
FILED  
APR 17 12 54 PM '81

FILED  
APR 27 12 54 PM '81  
FLORIDA



Secretary of State

STATE OF FLORIDA  
THE CAPITOL  
TALLAHASSEE 32301

May 29, 1981

GEORGE FIRESTONE  
SECRETARY OF STATE

D. W. M. KISSON, DIRECTOR  
DIVISION OF CORPORATIONS

G.T. CORPORATION SYSTEM  
ATTN: STEPHEN TRAYNE  
1633 BROADWAY  
NEW YORK, N. Y. 10019

SUBJECT: RELATED HOUSING COMPANIES INCORPORATED

DOCUMENT NUMBER: 848954

This will acknowledge receipt of the following:

- 1. \_\_\_\_\_ Check(s) totalling \$
- 2. \_\_\_\_\_ Articles of Incorporation filed
- 3. \_\_\_\_\_ Amendments to Articles of Incorporation filed
- 4. \_\_\_\_\_ Articles of Merger or Consolidation filed
- 5. \_\_\_\_\_ Certificate of Withdrawal filed
- 6. \_\_\_\_\_ Limited Partnership filed
- 7. \_\_\_\_\_ Limited Partnership Annual Report filed
- 8. \_\_\_\_\_ Trademark Application filed
- 9. \_\_\_\_\_ Application for qualification filed \_\_\_\_\_
- 10. \_\_\_\_\_ Reinstatement filed
- 11. \_\_\_\_\_ Articles of Dissolution filed
- 12. XX OTHER: Enclosed is a copy of your application we failed to return at the time your corporation was filed in this office.

ENCLOSED:

- 1. \_\_\_\_\_ Certified Copy(ies)
- 2. \_\_\_\_\_ Certificate(s) Under Seal
- 3. \_\_\_\_\_ Photocopy(ies)
- 4. \_\_\_\_\_ OTHER:

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

(1) RELATED HOUSING COMPANIES INCORPORATED  
(NAME OF CORPORATION ADDING THE WORD "INCORPORATED", "COMPANY" OR  
"CORPORATION" IF NOT SO CONTAINED IN THE NAME AT PRESENT)

(2) Delaware  
(INCORPORATED UNDER LAWS OF)

(3) April 10, 1972 (4) Perpetual  
(DATE OF INCORPORATION) (PERIOD OF DURATION)

(5) 100 West Tenth Street, Wilmington, Delaware 19801  
(ADDRESS OF PRINCIPAL OFFICE)

(6) C T CORPORATION SYSTEM  
(NAME OF FLORIDA REGISTERED AGENT)

C/O C T CORPORATION SYSTEM  
100 BISCAYNE BLVD.  
(STREET ADDRESS OF REGISTERED OFFICE)

MIAMI FLORIDA 33132  
(CITY) (STATE) (ZIP CODE)

(7) Any activity which corporations may engage in as a foreign  
corporation in the State of Florida  
(NATURE OF BUSINESS TO BE TRANSACTED IN FLORIDA)

(8) NAMES OF OFFICERS SPECIFIC ADDRESS

SEE ATTACHED RIDER (P)  
(S)  
(T)  
(V)

NAMES OF DIRECTORS SPECIFIC ADDRESS

SEE ATTACHED RIDER (D)  
(D)  
(D)  
(D)

(9) 645 Flrth Avenue  
(CURRENT MAILING ADDRESS FOR ANNUAL REPORT MAILING PURPOSES)

New York New York 10022  
(CITY) (STATE) (ZIP CODE)

FILED  
MAY 27 12 54 PM '78  
MAY 27 1978  
MAY 27 1978

17-1705

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA

(10) One thousand shares with a par value of \$1.00 per share  
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES,  
AND SHARES WITHOUT PAR VALUE)

(11) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED  
ACCOUNTING PRINCIPLES.

A. ESTIMATED VALUE OF ALL PROPERTY OWNED  
BY THE CORPORATION FOR THE COMING YEAR,  
WHEREVER LOCATED \$ 362,000

B. ESTIMATED GROSS AMOUNT OF BUSINESS TO  
BE TRANSACTED BY THE CORPORATION  
DURING THE COMING YEAR \$ 5,000,000

C. ESTIMATED VALUE OF ALL PROPERTY IN  
FLORIDA OWNED BY THE CORPORATION FOR  
THE COMING YEAR \$ - 0 -

D. ESTIMATED GROSS AMOUNT OF BUSINESS TO  
BE TRANSACTED IN FLORIDA BY THE COR-  
PORATION DURING THE COMING YEAR \$ 50,000

E. TOTAL OF "A" AND "B" \$ 5,362,000

F. TOTAL OF "C" AND "D" \$ 50,000

G. DIVIDE "F" BY "E" .009324

H. MULTIPLY "G" BY TOTAL AUTHORIZED  
SHARES (AND THEIR PAR VALUE) # 9.32

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON  
AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE NUMBER OF SHARES  
CALCULATED IN "H" ABOVE.

Ann Shipley  
SECRETARY AND VICE PRESIDENT  
Ann Shipley

Susan J. McGuire  
SECRETARY  
Susan J. McGuire

A-1908

RIDER

<u>NAMES</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Stephen M. Ross	President & Director	956 Fifth Avenue New York, NY
Peter D. Joseph	Senior Vice President	26 Greenway Terrace Forest Hills, NY
J. Michael Fried	Senior Vice President	6 Peter Cooper Road New York, New York
Fred A. Beguin	Senior Vice President	8 Ridge Road, RD#3 New Milford, Connecticut
Ann Shipley	Vice President	1 Lincoln Plaza New York, New York
Eli Frenkel	Treasurer	10 Solar Lane Searingtown, New York
Susan J. McGuire	Secretary	221-34 59th Avenue Bayside, New York
Paul P. Sanzari	Vice President	
Steven C. Rother	Vice President	
Jorge Perez	Vice President	
R. John Bingaman	Vice President	

STATE OF NEW YORK  
COUNTY OF NEW YORK

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 17  
DAY OF March, 19 81, BY ANN SHIPLEY  
(NAME OF OFFICER)

Vice President OF RELATED HOUSING COMPANIES INCORPORATED  
(TITLE OF OFFICER) (NAME OF CORPORATION)

A Delaware CORPORATION, ON BEHALF OF THE CORPORATION.  
(STATE OR COUNTRY)

MY COMMISSION EXPIRES \_\_\_\_\_

MARY LOUISE SEKOSKY  
Notary Public, State of New York  
No. 31-4901231  
Qualified in Nassau County  
Commission Expires March 20, 1982

Mary Louise Sekosky  
NOTARY PUBLIC

(SEAL)

C T CORPORATION SYSTEM HAVING BEEN DESIGNATED TO ACT AS REGISTERED  
AGENT HEREBY AGREES TO ACT IN THIS CAPACITY.

C T CORPORATION SYSTEM

\_\_\_\_\_  
(NAME AND TITLE OF OFFICER)

A-1908

C T CORPORATION SYSTEM HAVING BEEN DESIGNATED TO ACT AS REGISTERED AGENT FOR RELATED HOUSING COMPANIES INCORPORATED HEREBY AGREES TO ACT IN THIS CAPACITY.

C T CORPORATION SYSTEM

*Barbara J. Harwood*  
\_\_\_\_\_  
(NAME AND TITLE OF OFFICER)

*ASST. SECY*

*Related Housing Companies Incorporated*

RECEIVED

APR 27

*As requested, enclosed \$300.00; acceptance  
by "CT" to act as registered agent on behalf  
of Related Housing Companies Incorporated*

*Very Truly yours  
Steve [Signature]*



CONSENT TO USE OF NAME

Related Housing Companies of Florida, Inc. a corporation  
organized under the laws of the State of Florida, hereby consents to  
the organization-qualification of Related Housing Companies Incorporated  
in the State of Florida

IN WITNESS WHEREOF, the said Related Housing Companies of  
Florida, Inc. has caused this consent to be executed by its \_\_\_\_\_ president  
and attested under its corporate seal by its \_\_\_\_\_ secretary, this 19 day of  
March 19 81

Related Housing Companies of Florida,  
Inc.

By Jorge Perez President

Witness:  
[Signature]  
Secretary

(SEAL)

April 10, 1972 10 a.m.

CERTIFICATE OF INCORPORATION

of

RELATED HOUSING COMPANIES INCORPORATED

1. The name of the corporation is Related Housing Companies Incorporated.

2. The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of stock which the corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, and the par value of each of such shares is one dollar (\$1.00), amounting in the aggregate to one thousand dollars (\$1,000.00).

5. The name and mailing address of the sole incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Charles F. Claeys	c/o Peabody, Brown, Rowley & Storey 70 Federal Street Boston, Massachusetts 02110

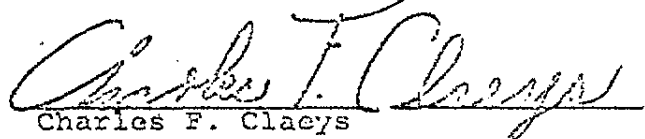
6. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

APR 27 12 54 PM '72  
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DEPARTMENT OF STATE  
HALLWAY, FLORIDA  
FILED

7. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 5th day of April, 1972.

  
Charles F. Claeys



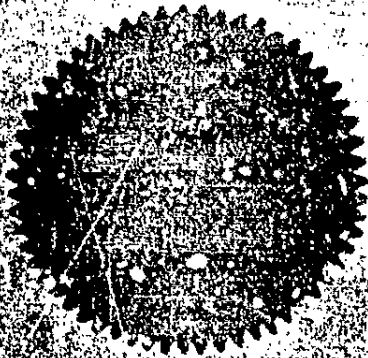
# State of DELAWARE

Office of SECRETARY OF STATE

FILED  
APR 27 12 54 PM '72  
SECRETARY OF STATE

*I, Glenn C. Kenton, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "Related Housing Companies Incorporated", as received and filed in this office the tenth day of April, A.D. 1972, at 10 o'clock A.M.*

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* thirteenth *day*  
*of* April *in the year of our Lord*  
*one thousand nine hundred and* eighty-one.



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State