

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

A02000000418

FILED
MAR 22 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Palm Beach Apartment Associates Phase II, LLC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 3/22

☒ Certified Copy

BK

☐ Mail Out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

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****457.50 ****148.75

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☒ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

File 1st

Examiner's Initials

**PALM BEACH APARTMENT ASSOCIATES, PHASE II, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner files this Certificate of Limited Partnership of PALM BEACH APARTMENT ASSOCIATES, PHASE II, LTD. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is PALM BEACH APARTMENT ASSOCIATES, PHASE II, LTD.

2. General Partner. The names and the business addresses of the General Partners of the Limited Partnership are:

Prudential-Palm Beach, LLC
Prudential Insurance Company of America
The Prudential Realty Group
One Ravinia Drive, Suite 1400
Atlanta, GA 30346

and

EPI-Palm Beach Equity, Inc.
359 Carolina Avenue
Winter Park, Florida 32789

3. Record-keeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 359 Carolina Avenue, Winter Park, Florida 32789.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Grant T. Downing
222 West Comstock Avenue, Suite 101
Winter Park, Florida 32789

5. Partnership Mailing Address. The mailing address for the limited partnership is 359 Carolina Avenue, Winter Park, Florida 32789.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2023.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

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TALLAHASSEE
FLORIDA
STATE

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7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be canceled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 19 day of March, 2002.

PRUDENTIAL - PALM BEACH, LLC,
a Delaware limited liability company, General Partner

By: Paul Bordogna
PAUL BORDOGNA, Vice President of The
Prudential Insurance Company of America, the
sole member and manager of Prudential-Palm Beach, LLC

EPI-PALM BEACH EQUITY, INC.,
a Florida corporation, General Partner

By: Kyle D. Riva
Kyle D. Riva, Vice President

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TALLAHASSEE, FLORIDA

PALM BEACH APARTMENT ASSOCIATES, PHASE II, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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TALLAHASSEE, FLORIDA

1. Capital Contributions. The undersigned General Partner of Palm Beach Apartment Associates, Phase II, Ltd. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be one thousand and No/100 Dollars (\$1,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be seven thousand five hundred and No/100 Dollars (\$7,500.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partners on the date set forth below.

Date: March 19, 2002

PRUDENTIAL-PALM BEACH, LLC,
a Delaware limited liability company, General Partner

By: Paul Bordogna

PAUL BORDOGNA, Vice President of The
Prudential Insurance Company of America, the
sole member and manager of Prudential-Palm Beach, LLC

EPI-PALM BEACH EQUITY, INC.,
a Florida corporation, its General Partner

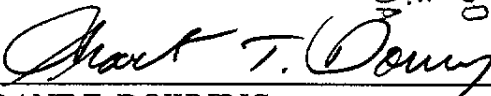
By: Kyle D. Riva

Kyle D. Riva, President

REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for Palm Beach Apartment Associates, Phase II, Ltd., a Florida limited partnership, at the Registered Office designated in the Certificate of Limited Partnership, I hereby accept the appointment as Registered Agent and agree to act in that 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.

Executed the 19 day of March, 2002.


GRANT T. DOWNING

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TALLAHASSEE, FLORIDA