

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-342-8086

**CSO networks**

MAIL TO:  
P.O. Box 5820  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 540900 5535A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : February 27, 1995

ORDER TIME : 9:07 AM

ORDER NO. : 540900

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst  
COHEN BERKE BERNSTEIN BRODIE  
KONDELL & LASZLO, P.A.  
19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

DOMESTIC FILING

NAME: VINTAGE/RBG XXIII POD 14 LTD.

ARTICLES OF INCORPORATION  
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

G. TAX  
FILING 1750.00  
R. AGENT FEE 35.00  
C. COPY 52.50  
TOTAL 1837.50  
N. BANK  
BALANCE DUE  
FUND

RECEIVED  
55 FEB 27 11:20  
DIVISION OF CORPORATION

FILED  
55 FEB 27 11:12:03  
SECRET  
DIVISION OF CORPORATION

600001419486  
-03/02/95--01074--004  
\*\*\*1837.50 \*\*\*1837.50

Br.  
2/27/95

CERTIFICATE OF LIMITED PARTNERSHIP OF  
VINTAGE/RBG XXIII POD 14 LTD.,  
a Florida Limited Partnership

The undersigned, as the general partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620 of the Florida Statutes, hereby states the following:

ARTICLE I.  
Name of the Limited Partnership

The name of the Limited Partnership is as follows:

VINTAGE/RBG XXIII POD 14 LTD.

ARTICLE II.  
Address of the Limited Partnership

The address of the office of the Limited Partnership is as follows:

5752 Vintage Oaks Circle  
Delray Beach, Florida 33484.

ARTICLE III.  
Registered Agent and Registered Office

The name and address of the agent for service of process on the Limited Partnership is as follows:

COBER CORPORATE AGENTS, INC.  
2601 South Bayshore Drive  
19th Floor  
Miami, Florida 33133.

ARTICLE IV.  
Managing General Partner

The name and business address of the Managing General Partners is as follows:

AZA VENTURES VI, INC.,  
a Florida corporation  
5752 Vintage Oaks Circle  
Delray Beach, Florida 33484

FILED  
STATE  
RECORDS  
FEB 21 PM 12:08  
COUNTY OF PALM BEACH

14500001078

ARTICLE V.  
Non-Managing General Partner

The name and business address of the Non-Managing General Partner is as follows:

RBG XXIII CORP.,  
an Illinois corporation  
154 Hubbard, Suite 250  
Chicago, Illinois 60610

F95000000 890  
27 PH: 08  
SECRET  
NO FORN DISSEM

ARTICLE VI.  
Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is as follows:

5752 Vintage Oaks Circle  
Delray Beach, Florida 33484.

ARTICLE VII.  
Document Execution

All documents required to be executed by the Partnership shall be signed by the Managing General Partner unless the execution by both the Managing General Partner and the Non-Managing General Partner is required by a third party; provided, however, that the Managing Partner may, in writing, delegate the execution of a document to an authorized agent of the Partnership.

ARTICLE VIII.  
Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until February 16, 2015, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partners of VINTAGE/RBG XXIII POD 14 LTD., this 23 day of February, 1995.

General Partners:

AZA VENTURES VI, INC., a Florida corporation

By: [Signature]  
EUGENE N. SOTTIN, as President

RBG XXIII CORP., an Illinois corporation

By: [Signature]  
Robert S. Ross Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for VINTAGE/RBG XXIII  
POD 14 LTD., a Florida limited partnership in the process of  
formation (the "Limited Partnership"), in the foregoing Certificate  
of Limited Partnership, the undersigned, on behalf of the Limited  
Partnership, hereby agrees to accept service of process for the  
Limited Partnership and to comply with any and all statutes  
relative to the complete and proper performance of the duties of  
registered agent.

February 22, 1995

REGISTERED AGENT:

COBER CORPORATE AGENTS, INC., a  
Florida corporation

By:   
MICHAEL A. BERKE, Vice President

FILED  
STATE  
RECORDS  
PH 12-08  
FEB 27 1995

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF PALM BEACH )

The undersigned, as President of AZA VENTURES VI, INC., a Florida corporation (the "Managing General Partner"), being first duly sworn, certify as follows:

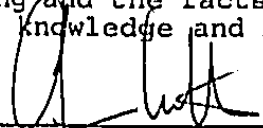
1. The Managing General Partner, along with RBG XXIII CORP., an Illinois corporation, are the general partners of VINTAGE/RBG XXIII POD 14 LTD., a Florida limited partnership in the process of formation, hereinafter referred to as the "Limited Partnership".

2. The amount of capital contributions to the Limited Partnership made by the limited partners is \$750,000.

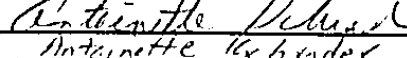
3. The limited partners do not anticipate making any additional cash capital contributions to the Limited Partnership.

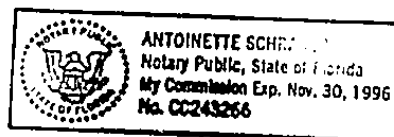
FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and the facts alleged are true, to the best of the undersigned's knowledge and belief.

  
EUGENE N. SUTTIN, as President of AZA VENTURES VI, INC., a Florida corporation, as the Managing General Partner of VINTAGE/RBG XXIII POD 14 LTD., a Florida limited partnership in the process of formation

SWORN TO AND SUBSCRIBED before me this 23 day of February, 1995, by EUGENE N. SUTTIN, as President of AZA VENTURES VI, INC., a Florida corporation, as the Managing General Partner of VINTAGE/RBG XXIII POD 14 LTD., a Florida limited partnership in the process of formation, who is personally known to me or ~~who has~~ produced \_\_\_\_\_ as identification.

Signature:   
Print Name: Antoinette Schreder  
NOTARY PUBLIC, STATE OF FLORIDA  
Serial Number: CC 243266  
My Commission Expires: Nov 30 1996



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF ILLINOIS     )  
                              ) SS:  
COUNTY OF COOK        )

The undersigned, Vice President of RBG XXIII CORP., an Illinois corporation (the "Non-Managing General Partner"), being first duly sworn, certify as follows:

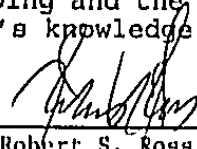
4. The Non-Managing General Partner, along with AZA VENTURES VI, a Florida corporation, are the general partners of VINTAGE/RBG XXIII POD 14 LTD., a Florida limited partnership in the process of formation, hereinafter referred to as the "Limited Partnership".

5. The amount of capital contributions to the Limited Partnership made by the limited partners is \$750,000.

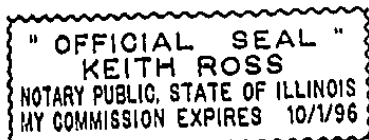
6. The limited partners do not anticipate making any additional cash capital contributions to the Limited Partnership.

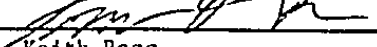
FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and the facts alleged are true, to the best of the undersigned's knowledge and belief.

  
\_\_\_\_\_  
Robert S. Ross, Vice President of  
RBG XXIII CORP., an Illinois  
corporation, as the Non-Managing  
General Partner of VINTAGE/RBG XXIII  
POD 14 LTD., a Florida limited  
partnership in the process of  
formation

SWORN TO AND SUBSCRIBED before me this 21<sup>st</sup> day of February, 1995, by Robert S. Ross, Vice President of RBG XXIII CORP., an Illinois corporation, as the Non-Managing General Partner of VINTAGE/RBG XXIII POD 14 LTD., a Florida limited partnership in the process of formation, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Signature:   
Print Name: Keith Ross  
NOTARY PUBLIC, STATE OF ILLINOIS  
Serial Number: \_\_\_\_\_  
My Commission Expires: 10/1/96

CT07571, J115

1201 BAY STREET  
TALLAHASSEE, FL 32301-2907

800-342-8086



A95000000268

ACCOUNT NO. : 072100000032

REFERENCE : 765164 5535A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 13, 1995

ORDER TIME : 11:26 AM

ORDER NO. : 765164

CUSTOMER NO: 5535A

CUSTOMER: Peggy Marinelli, Legal Asst  
Cohen Berke Bernstein Brodie  
19th Floor  
2601 South Bayshore Drive  
Miami, FL 33133

700001666337  
-12/20/95--01018--005  
\*\*\*\*105.00 \*\*\*\*105.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 13 PM 2:38

DOMESTIC AMENDMENT FILING

NAME: VINTAGE/RBG XXIII P.O. 14 LTD.

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: hpc

G. TAX  
FILING 52.50  
R. AGENT FEE  
COPY 52.50  
TOTAL 105.00  
N. BANK  
BALANCE DUE  
FEIN

12/13/95

LAW OFFICES

COHEN, BERKE, BERNSTEIN, BRODIE, KONDELL & LASZLO

A PROFESSIONAL ASSOCIATION

MIAMI OFFICE  
TERREMARK CENTRE  
19TH FLOOR  
2601 SOUTH BAYSHORE DRIVE  
MIAMI, FLORIDA 33133-3460

TELEPHONE (305) 834-3900  
BROWARD (305) 327-6633  
TELECOPIER (305) 857-0857

Richard N. Bernstein  
Extension 1314

PLEASE REPLY TO: MIAMI OFFICE

BOCA RATON OFFICE  
LAKE WYMAN PLAZA  
SUITE 433  
2424 NORTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33431

TELEPHONE (407) 395-0407  
TELECOPIER (407) 394-0377

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 DEC 13 PM 2:38

December 15, 1995

Buck Kohr, Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

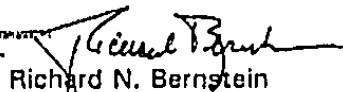
Re: Vintage/RBG XXIII Pod 6B Ltd. and  
Vintage/RBG XXIII Pod 14 Ltd.

Dear Mr. Kohr:

I am corporate counsel for the above-referenced limited partnerships.

This is to advise you that both limited partnerships will file their 1996 Annual Reports on or before December 31, 1996.

Sincerely,

  
Richard N. Bernstein

RNB/pm



**CERTIFICATE OF AMENDMENT TO THE CERTIFICATE  
OF LIMITED PARTNERSHIP OF  
VINTAGE/RBG XXIII POD 14 LTD.,  
a Florida Limited Partnership**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 13 PM 3:08

Pursuant to Sections 620.109 and 620.123 of the Florida Statutes, VINTAGE/RBG XXIII POD 14 LTD., a Florida Limited Partnership whose Certificate of Limited Partnership was filed on February 27, 1995, files this Certificate of Amendment as follows:

1. Article 1 of the Certificate of Limited Partnership is amended to change the name of the Limited Partnership to:  
  
VINTAGE PROPERTIES VI, LTD.
2. The General Partners have by unanimous written consent approved the change of the name of the limited partnership from "VINTAGE/RBG XXIII POD 14 LTD." to VINTAGE PROPERTIES VI, LTD." pursuant to the written consent.

IN WITNESS WHEREOF, the undersigned, as a General Partner of the Limited Partnership, has executed this Certificate of Amendment this 7<sup>th</sup> day of December, 1995.

MANAGING GENERAL PARTNER:

AZA VENTURES VI, INC., a Florida  
corporation

By: \_\_\_\_\_

Eugene N. Suttin, as President

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Tallahassee  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 26 PM 12:13

1/2/96

1. Name of Limited Partnership

1a. DOCUMENT #  
A95000000268

VINTAGE PROPERTIES VI, LTD.

DO NOT WRITE IN THIS SPACE

2. How Mailing Address, If Applicable

State Apt # etc

City State & Zip

2a. How Principal Office Address, If Applicable

State Apt # etc

City State & Zip

Mailing Address

5752 VINTAGE OAKS CIRCLE  
DELRAY BEACH FL 33484

Principal Office Address

5752 VINTAGE OAKS CIRCLE  
DELRAY BEACH FL 33484

If above addresses are incorrect in any way, file through the correct information and update entire address on Block 2a and/or 2b

3. Date Formed or Registered to Do Business in  
FLORIDA 02/27/1995

3a. Date of Last Report

4. State or Country of Formation  
FL

5a. Capital Contributions as Shown  
on Record  
\$750,000.00

5b. Amount of Capital Contributions in  
FLORIDA to date

6. FEES

65-0562385

Applied For  
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED  
\$8.75 Additional Fee required  
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.  
2.) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)  
Note: If the amount entered in 5a is greater than amount entered in 5b, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

COBER CORPORATE AGENTS, INC.  
2601 SOUTH BAYSHORE DRIVE, 19TH FLOOR  
MIAMI FL 33133

10. If changed, new Registered Agent/Office

Name

Print Address (P.O. Box Number Is Not Acceptable)

State Apt # etc

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/  
Document Number

AZA VENTURES VI, INC.  
RBG XXIII CORP.

5752 VINTAGE OAKS CIR  
154 HUBBARD, SUITE 25

DELRAY BEACH FL 33484  
CHICAGO IL 60610

P95000001078  
F95000000890

000001677530  
-01/03/96--01127--005  
\*\*\*\$76.25 \*\*\*\$76.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is accurately furnished and does not qualify for the exemption stated in Section 607.103(1), Florida Statutes. I release the Division of Corporations from any liability of loss or damage with Section 607.103(1)(c) in the event that the information supplied is subject of court or public access. I further certify that the information indicated on this annual report is true and accurate and that no general partner has the same legal effect as a limited partner with. I further certify that I am a general partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes.

SIGNATURE

*[Signature]*

DATE

12/19/95

Typed or Printed Name of General Partner Signing Form

Gene Sutton

Telephone Number

407 496-7579

CR2E003 (6/95)