

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

A 96000000371



**networks**

PRINCIPAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 857832 5016742

AUTHORIZATION

*Patricia T. Tarragon*

COST LIMIT : \$ 87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 26 PM 2:05

ORDER DATE : February 23, 1996

ORDER TIME : 1:06 PM

ORDER NO. : 857832

CUSTOMER NO: 5016742

CUSTOMER: Mr. David E. Miller  
TARRAGON REALTY ADVISORS, INC.

000001724260

280 Park Avenue - East Building  
20th Floor  
New York, NY 10017

DOMESTIC FILING

NAME: IS II ROLLING HILLS  
ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

*2/26/96*  
*BR*

## CERTIFICATE OF LIMITED PARTNERSHIP

1. IS II Rolling Hills Associates, Ltd.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 280 Park Avenue, East Building, 20th Floor, New York, New York 10017  
(Business address of Limited Partnership)
3. Prentice-Hall Corporation System, Inc.  
(Name of Registered Agent for Service of Process)
4. 1201 Hays Street, Tallahassee, Florida 32301  
(Florida street address for Registered Agent)
5. By: Marcia A. Hamey, Assistant Secretary 2/22/96  
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 280 Park Avenue, East Building, 20th Floor, New York, New York 10017  
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2040.
8. Name of General Partner:  
IS II Associates, Inc.

Street address:  
280 Park Avenue, East Building,  
20th Floor, New York, New York  
10017

896000017302

*Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

*Signed this 22nd day of February, 1996.*

Signature of all general partners:

IS II ASSOCIATES, INC.

By: John A. Doyle  
John A. Doyle, President

FILED  
SECRETARY OF STATE  
FEB 26 PM 2:05  
10017

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

FILED STATE  
SECRETARY OF CORPORATIONS  
96 FEB 26 PM 2:05

*The undersigned constituting all of the general partners of IS II Rolling Hills Associates, Ltd., a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$990.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00.

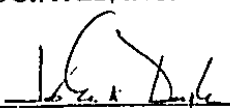
Signed this 22nd day of February, 1996.

FURTHER AFFIANT SAYETH NOT.

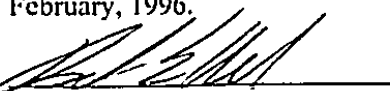
*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that facts stated herein are true and correct.*

IS II ASSOCIATES, INC.

By:

  
John A. Doyle, President

SWORN to, subscribed and acknowledged before me  
by **JOHN A. DOYLE**, as President of IS II Associates,  
Inc., the General Partner of IS II Rolling Hills Associates, Ltd.,  
who is personally known to me on this 22nd day of  
February, 1996.



NOTARY PUBLIC

My Commission Expires:

David E. Miller

**DAVID E. MILLER**  
Notary Public, State of New York  
No. 498983  
Qualified in New York County  
Commission Expires Aug. 3, 1997 *94*

A9600000371

1201 HAYS STREET  
TALLAHASSEE, FL 32301-3607  
904-221-1111  
904-221-1111

800-342-8086



96 MAY 23 11:11

ACCOUNT NO. : 072100000032

REFERENCE : 964248 5016742

AUTHORIZATION :

COST LIMIT : \$ 52.50

*Patricia Pyatt*

ORDER DATE : May 23, 1996

ORDER TIME : 11:27 AM

ORDER NO. : 964248

700001837177

CUSTOMER NO: 5016742

CUSTOMER: Mr. David E. Miller  
Tarragon Realty Advisors, Inc.  
280 Park Avenue - East Buildin  
20th Floor  
New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: IS II ROLLING HILLS ASSOCIATES  
LTD.

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
TALLAHASSEE, FLORIDA

96 MAY 23 PM 4:01

FILED

A96-371

(M)

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
IS II ROLLING HILLS ASSOCIATES, LTD.**

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on February 26, 1996, adopts the following certificate of Amendment to its certificate of limited partnership:

FIRST: Amendments:

Article 2 is amended as follows:

2. 1226 Commerce Street, Suite 300, Dallas, Texas 75202-4328.  
(The Business address of the Limited Partnership)

Article 6 is amended to read as follows:

6. 1226 Commerce Street, Suite 300, Dallas, Texas 75202-4328.  
(The Mailing Address of the Limited Partnership)

Article 8 is Amended to read as follows:

8. Name of General Partner:  
IS II Associates, Inc.

Street address:  
1226 Commerce Street, Suite 300  
Dallas, Texas 75202-4328

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature of current general partner:  
Signed this 16th day of May, 1996  
IS II ASSOCIATES, INC.

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

John A. Doyle, President

STATE OF NEW YORK           )  
COUNTY OF NEW YORK       )

This instrument was acknowledged before me this 16th day of May, 1996, by John A. Doyle, president of IS II Associates, Inc., general partner of IS II Rolling Hills Associates, Ltd.

\_\_\_\_\_  
David E. Miller

DAVID E. MILLER  
Notary Public, State of New York  
No. 4999963  
Qualified in New York County  
Commission Expires Aug. 3, 1998