

Requester's Name: **B010000000246**

Address: **100 Grant Street, ^{STE} 900**

City/State/Zip: **Denver, CO 80203**
Phone #: _____

100004465151--0
-07/03/01--01104--004
***1837.50 ***1837.50

Office Use Only

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

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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01 JUL -9 PM 4:00
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TALLAHASSEE, FLORIDA

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

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

B01-246

QR

Examiner's Initials

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Affordable Residential Communities, L.P., II
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. 3/13/1996
(State of Formation) (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Corporation Service Company
By: [Signature]
(Agent must sign on this line)

8. 2711 Centerville Road, Suite 400
Wilmington, DE 19808
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS STREET ADDRESS

<u>Affordable Residential Communities, L.L.C.</u>	<u>600 Grant St., Ste. 900</u>
<u>M01-1542</u>	<u>Denver, CO 80203</u>

10. 600 Grant St., Ste. 900, Denver, CO 80203
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

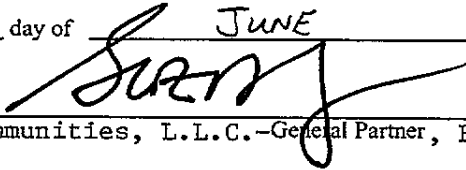
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

12. 600 Grant Street, Suite 900, Denver, CO 80203

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 25TH day of JUNE, 2001



Affordable Residential Communities, L.L.C.—General Partner, By: Scott D. Jackson, Manager

STATE OF Colorado

COUNTY OF Denver

On this 25TH day of JUNE, 2001

Scott D. Jackson, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

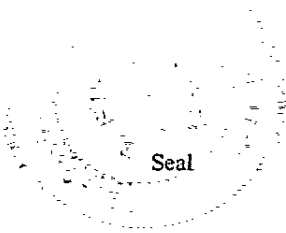
Rae Curtiss

(Notary Public Signature)

Rae Curtiss

(Notary's Printed Name)

My Commission Expires: 10/25/2004



Seal

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Scott D. Jackson, Manager of Affordable Residential Communities, L.L.C. a general partner of Affordable Residential Communities, L.P., II, a(an) Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

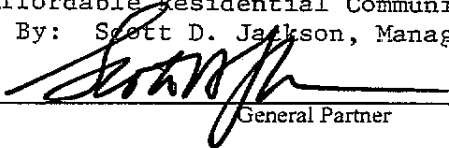
1. The amount of capital contributions of the limited partners is \$ 37 million
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 8,120,000

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 25th day of JUNE, 2001.

Affordable Residential Communities, L.L.C.

By: Scott D. Jackson, Manager


General Partner

STATE OF COLORADO

COUNTY OF DENVER

On this 25th day of JUNE, 2001

Scott D. Jackson, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

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TALLAHASSEE, FLORIDA


(Notary Public Signature)

Rae Curtiss
(Notary's Printed Name)

Seal

My Commission Expires: 10/25/2004