

B04000000518

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

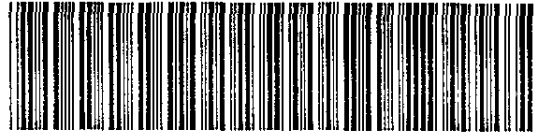
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FF \$1,785.00
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2004 DEC -1 PM12:15
TALLAHASSEE, FLORIDA

J. BRYAN DEC 1 2004

804A-67358

AMB

AMB PROPERTY CORPORATION

Alison M. Hill
AMB Property Corporation
Pier 1, Bay 1
San Francisco, CA 94111

October 29, 2004

Florida Department of State
Registration Section

Division of Corporations

P.O. Box 6327
Tallahassee, FL 32314

Dear Madam:

Pursuant to Fla. Stat. ch. 620, enclosed is an Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and Affidavit of Capital Contribution for a Foreign Limited Partnership for AMB Institutional Alliance Fund III, L.P. Also enclosed is the filing fee of \$1,750, \$35 for the designation of a registered agent, and the certified copy fee of \$52.50. If you have any questions, you may reach me by telephone at (415) 733-9499 and by facsimile at (415) 477-2199.

Please acknowledge receipt of this filing by file-stamp endorsing the enclosed extra copy of this cover letter, in the postage paid envelope that has also been enclosed for your convenience.

Sincerely,



Alison M. Hill

Enclosures Application for Authorization to Conduct Business (2 copies)
 Affidavit (2 copies)
 \$1,750 filing fee, \$35 designation fee, and \$52.50 certified copy fee

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2004 DEC - 1 PM 12:15
TALLAHASSEE, FLORIDA
CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 029775 5160089

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
2004 DEC -1 PM 12:15
TALLAHASSEE, FLORIDA

ORDER DATE : November 30, 2004

ORDER TIME : 9:44 AM

ORDER NO. : 029775-005

CUSTOMER NO: 5160089

CUSTOMER: Ms. Merinda Prater
Amb Property Corporation
Pier 1
Bay1
San Francisco, CA 94111

FOREIGN FILINGS

NAME: AMB INSTITUTIONAL ALLIANCE
FUND III, L.P.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 18, 2004

RESUBMIT

ALISON M. HILL

PIER 1, BAY 1
SAN FRANCISCO, CA 94111

SUBJECT: AMB INSTITUTIONAL ALLIANCE FUND III, L.P.
Ref. Number: W04000042489

We have received your document for AMB INSTITUTIONAL ALLIANCE FUND III, L.P. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 304A00065764

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AMB INSTITUTIONAL ALLIANCE FUND III, L.P.

AMB INSTITUTIONAL ALLIANCE FUND III, LIMITED PARTNERSHIP

Delaware

4

10/25/04

Corporation Service Company

1201 Hays Street

Tallahassee

Florida

32301

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

Cynthia A. Harris
(Agent must sign on)

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

AMB Property, L.P.

Pier 1, Bay 1

7 B9700000 636

San Francisco, CA 94111

10 Pier 1, Bay 1, San Francisco, CA 94111

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

CONTINUED

12. Pier 1, Bay 1

San Francisco, CA 94111

(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 _____ day of _____, _____.

SEE EXHIBIT A

General Partner

STATE OF California

COUNTY OF San Francisco

On this 29th day of October, 2004

Alison M. Hill, personally appeared before me,

☒ who is personally known to me

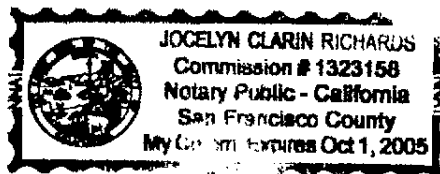
☐ whose identity I proved on the basis of _____

Joelyn Clarin Richards
(Notary Public Signature)

Joelyn Clarin Richards
(Notary's Printed Name)

Seal

My Commission Expires: October 1, 2005



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2004 DEC - 1 PM 12:15
TALLAHASSEE, FLORIDA
CORPORATIONS

**EXHIBIT A
TO
APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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.

This 29 day of October, 2004.

AMB INSTITUTIONAL ALLIANCE FUND III, L.P.,

a Delaware limited partnership.

By: **AMB Property, L.P.**
a Delaware limited partnership,
its general partner

By: **AMB Property Corporation,**
a Maryland corporation,
its general partner

By: Alison M Hill
Name: Alison M Hill
Title: SLP

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ALLIANCE FUND III, L.P.
INCORPORATIONS
FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared _____
a general partner of _____, a (an) _____
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 170,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 9,600,000.00

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 _____ day of _____, _____.

See Exhibit A
General Partner

STATE OF California
COUNTY OF San Francisco

On this 29th day of October, 2004,

Alison M. Hill, personally appeared before me,

☒ who is personally known to me

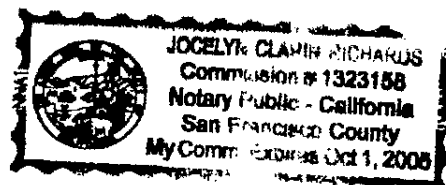
☐ whose identity I proved on the basis of _____

Joelyn Clarin Richards
(Notary Public Signature)

Joelyn Clarin Richards
(Notary's Printed Name)

Seal

My Commission Expires: October 1, 2005



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2004 DEC - 1 PM 12:15
NOTARY PUBLIC
TALLAHASSEE, FLORIDA

EXHIBIT A
TO
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN 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.

This 29 day of October, 2004.

AMB INSTITUTIONAL ALLIANCE FUND III, L.P.,
a Delaware limited partnership,

By: **AMB Property, L.P.**
a Delaware limited partnership,
its general partner

By: **AMB Property Corporation,**
a Maryland corporation,
its general partner

By: Alison M Hill
Name: Alison M Hill
Title: SVP

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2004 DEC -1 PM 12:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA