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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AMERICA FIRST COMPANIES**

1004 FARNAM STREET

OMAHA, NEBRASKA 68102

TELEPHONE (402) 444-1630



August 30, 2005

State of Florida  
Bureau of Commercial Recording  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: America First Tax Exempt Investors, L.P.

Dear Representative:

Please see enclosed "Application by a Foreign Partnership for Authorization to Transact Business in Florida" and "Affidavit of Capital contributions for a Foreign Limited Partnership" filed on behalf of the above-named company.

In addition, please find enclosed a check for \$1,750.00, the maximum filing fee for conducting business in the state of Florida.

If you have any questions, please contact me at (402) 930-3052 or by e-mail at [khayek@am1st.com](mailto:khayek@am1st.com).

Thank you for your assistance in this matter.

Yours truly,

Kimberly Hayek  
Corporate Accountant

Enclosures

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TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 7, 2005

KIMBERLY HAYEK  
1004 FARNAM STREET  
OMAHA, NE 68102

SUBJECT: AMERICAN FIRST TAX EXEMPT INVESTORS, L.P.  
Ref. Number: W05000041588

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TALLAHASSEE FLORIDA

We have received your document for AMERICAN FIRST TAX EXEMPT INVESTORS, L.P. and your check(s) totaling \$1750.00. 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.

Please complete number #2 on the Affidavit of Capital Contributions.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 605A00055612

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

1. America First Tax Exempt Investors, L.P.  
(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. 4/13/1998  
(State of Formation) (Date of Formation)
5. C T Corporation System  
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road  
(Street Address of Registered Office)
- Plantation, Florida 33324  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:  
C T Corporation System  
By: Lauren Greco **Lauren Greco**  
(Agent must sign on this line) **Assistant Secretary**
8. \_\_\_\_\_  
1200 South Pine Island Road, Plantation, FL 33324  
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- America First Capital Associates Limited Partnership Two B93 000000088
- 1004 Farnam Street, Suite 400, Omaha, NE 68102
10. 1004 Farnam Street, Suite 400, Omaha, NE 68102  
(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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TALLAHASSEE, FLORIDA

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12. \_\_\_\_\_

1004 Farnam Street, Suite 400, Omaha, NE 68102

(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 29th day of August, 2005

Michael J. Draper  
General Partner

STATE OF Nebraska

COUNTY OF Douglas

On this 29th day of August, 2005

Michael J. Draper, personally appeared before

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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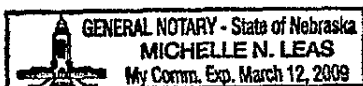
FILED

Michelle N. Leas  
(Notary Public Signature)

MICHELLE N. LEAS  
(Notary's Printed Name)

Seal

My Commission Expires: 3.12.09



**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP**

BEFORE ME the undersigned personally appeared Michael J. Draper  
a general partner of America First Tax Exempt Investors, LP, 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 \$ 79,335,68.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 100,000,000

*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 29 day of August, 2005

  
\_\_\_\_\_  
General Partner

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TALLAHASSEE, FLORIDA

STATE OF Nebraska

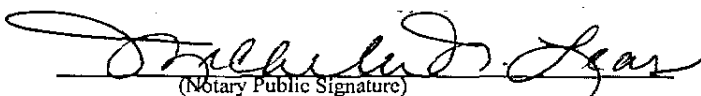
COUNTY OF Douglas

On this 29<sup>th</sup> day of August, 2005

Michael J. Draper, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_

  
(Notary Public Signature)

MICHELLE N. LEAS  
(Notary's Printed Name)

Seal My Commission Expires: 3.12.09

