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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
 Account Number : I20000000195
 Phone : (850)521-1000
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RESUBMIT
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Kimberly Moret K2949

FLORIDA/FOREIGN LP/LLP
FALCON PINES APARTMENTS, LP

Certificate of Status	0
Certified Copy	0
Page Count	967
Estimated Charge	\$1,000.00

11th

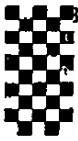
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RESUBMIT
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January 12, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CSC

SUBJECT: FALCON PINES APARTMENTS, LP
REF: W07000001799

We have received your document for FALCON PINES APARTMENTS, LP and your check(s) totaling \$. 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 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) 245-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H07000009158
Letter Number: 707A00002743

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TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP TO TRANSACT BUSINESS IN FLORIDA

1. FALCON PINES APARTMENTS, LP
(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P., or LLLP.

(If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Delaware 3. December 13, 2006
(State or Country of Formation) (Date of Formation)

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

5. 1201 Hays Street
(Florida street address for Registered Agent)
Tallahassee, FL 32301

6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By Heather Chapman Heather Chapman
Signature of Registered Agent as its agent
Corporation Service Company

7. 230 Park Avenue
(Principal office address)
New York, New York 10169

8. If limited partnership is a limited liability limited partnership, check box

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TALLAHASSEE, FLORIDA

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9. 230 Park Avenue
 (Mailing address)
New York, New York 10169

10. Name, principal office address, and mailing address of each general partner:

CLPF - Falcon Pines Owner GP, LLC 230 Park Avenue
 (Name) (Street Address)
New York, New York 10169

1106-6829

230 Park Avenue
 (Mailing Address)
New York, New York 10169

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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(Name)	(Street Address)
	(Mailing Address)
(Name)	(Street Address)
	(Mailing Address)

11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated; not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 10th day of January, 20 07

Signature of a general partner:

~~—REFER TO ATTACHED PAGE FOR SIGNATURE—~~

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

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SIGNATURE PAGE
TO
STATE QUALIFICATION FILING

FALCON PINES APARTMENTS, LP

By: CLPF - Falcon Pines Owner GP, LLC, its general partner

By: CLPF - Falcon Pines, L.P., its sole member

By: CLPF - Falcon Pines GP, LLC, its general partner

By: Clarion Lion Properties Fund Holdings, L.P.,
its sole member

By: CLPF-Holdings, LLC, its general partner

By: Clarion Lion Properties Fund Holdings REIT, LLC,
its sole member

By: Clarion Lion Properties Fund, LLC,
its managing member

By: ING Clarion Partners, LLC, its manager

By: 

Name: Stephen B. Hansen
Title: Authorized Signatory

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TALLAHASSEE, FLORIDA

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PAGE 1

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FALCON PINES APARTMENTS, LP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FALCON PINES APARTMENTS, LP" WAS FORMED ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2006.



4267034 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5345022

DATE: 01-10-07