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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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08 AUG 26 PM 12:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: UDR of Tennessee, L.P.

(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to:

Dianne C. Dementi, Asst Secretary

(Contact Person)

UDR, Inc.

(Firm/Company)

5620 Cox Road, Suite 200

(Address)

Glen Allen, VA 23060

(City, State and Zip Code)

For further information concerning this matter, please call:

Dianne C. Dementi at (804) 290-4728

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

<input type="checkbox"/> \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)	<input checked="" type="checkbox"/> \$1,008.75 Filing Fees and Certificate of Status	<input type="checkbox"/> \$1,052.50 Filing Fees and Certified Copy	<input type="checkbox"/> \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status
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STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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08 AUG 26 PM 12: 57

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. UDR of Tennessee, L.P.

(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. Virginia

(State or Country of Formation)

3. 5/14/1998

(Date of Formation)

4. C T Corporation System


(Name of Registered Agent for Service of Process)

5. 1200 South Pine Island Road

(Florida street address for Registered Agent)

Plantation, FL 33324

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


Signature of Registered Agent

James Martin
Assistant Secretary

7. 1745 Shea Center Drive, Suite 200, Highlands Ranch, CO 80129

(Principal office address)

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

9. 1745 Shea Center Drive, Suite 200, Highlands Ranch, CO 80129

(Mailing address)

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

UDR, Inc. F03-3319
(Name)

1745 Shea Center Drive
(Street Address)
Suite 200

Highlands Ranch, CO 80129
(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

_____	_____
(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 18th day of August, 2008

Signature of a general partner:

Dianne C. Dementi

Dianne C. Dementi, Assistant Secretary
of UDR, Inc., General Partner

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 TALLAHASSEE FLORIDA

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

Commonwealth of Virginia



State Corporation Commission

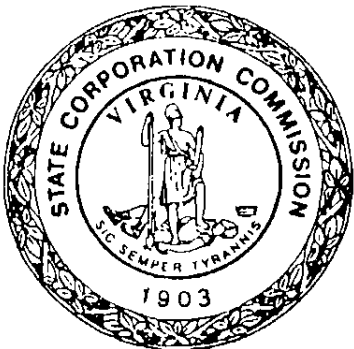
I Certify the Following from the Records of the Commission:

A certificate of limited partnership was filed with the Commission on behalf of UDR OF TENNESSEE, L.P., a limited partnership formed under the laws of VIRGINIA, effective as of May 14, 1998.

As of the date below, articles of cancellation have not been filed in this office by UDR OF TENNESSEE, L.P., a Virginia limited partnership.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
August 21, 2008*



Joel H. Peck

Joel H. Peck, Clerk of the Commission