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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

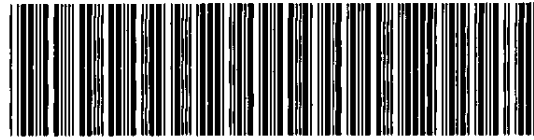
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION DIVISION

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TALLAHASSEE, FLORIDA
CORPORATION DIVISION

JUN 27 2016

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please

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 190799 4301683
AUTHORIZATION : *Lyndee Coleman*
COST LIMIT : \$ 1,000.00

ORDER DATE : June 23, 2016
ORDER TIME : 3:39 PM
ORDER NO. : 190799-020
CUSTOMER NO: 4301683

FOREIGN FILINGS

NAME: TGM APARTMENT PARTNERS LP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TGM Apartment Partners LP, acting solely with respect to the Series A limited partnership interests
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:

Veta Bills

Contact Person

TGM Associates LP

Firm/Company

650 Fifth Avenue

Address

New York, New York 10019

City, State and Zip Code

vbills@TGMAssociates.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Veta Bills

at (212) 850-9310

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 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
-----------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------	-----------------------------------------------------------------------	-------------------------------------------------------------------------------------------------

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

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

1. TGM Apartment Partners 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

State or Country of Formation

3. 07/30/2015

Date of Formation

4. Federal Employer Identification Number: 35-2538639

5. Name of Registered Agent for Service of Process and Florida Street Address:

Corporation Service Company

1201 Hays Street

Tallahassee, FL 3230

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.

Corporation Service Company
By: _____

Signature of Registered Agent

Courtney Williams
Asst. Vice President

7. Principal Office:

c/o TGM Associates L.P.

650 Fifth Avenue - 28th Fl.

New York, NY 10019

8. Mailing Address:

c/o TGM Associates L.P.

650 Fifth Avenue - 28th Fl.

New York, NY 10019

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

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

Name of General Partner: TGM Apartment Partners GP LLC

Name of General Partner: _____

Street Address: c/o TGM Associates L.P.

Street Address: _____

650 Fifth Avenue - 28th Fl. New York, NY 10019

Mailing Address: 650 Fifth Avenue - 28th Fl.

Mailing Address: _____

New York, NY 10019

Name of General Partner: _____

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

Name of General Partner: _____ Name of General Partner: _____

Street Address: _____ Street Address: _____

Mailing 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 22nd day of June, 2016.

- See attached signature page -

Signature of a general partner

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

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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 TALLAHASSEE, FLORIDA

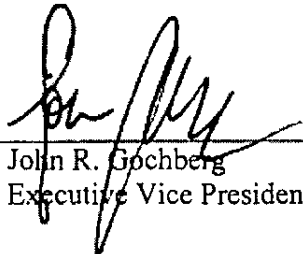
TGM APARTMENT PARTNERS LP,
acting solely with respect to the Series A limited partnership
interests

By: **TGM APARTMENT PARTNERS GP LLC,**
is General Partner

By: **TGM Associates L.P.,**
its sole member

By: **TJG Holdings, Inc.,**
its General Partner

By: _____


John R. Gochberg
Executive Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TGM APARTMENT PARTNERS 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 TWENTY-THIRD DAY OF JUNE, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TGM APARTMENT PARTNERS LP" WAS FORMED ON THE THIRTIETH DAY OF JULY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

5794479 8300

SR# 20164610924

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202544729

Date: 06-23-16