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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

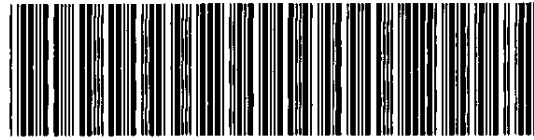
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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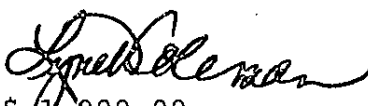
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do not separate  
please

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

ACCOUNT NO. : I20000000195  
REFERENCE : 190799 4301683  
AUTHORIZATION :   
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 ) 830-9310

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)     \$1,008.75 Filing Fees and Certificate of Status     \$1,052.50 Filing Fees and Certified Copy     \$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.

By: Corporation Service Company

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.

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

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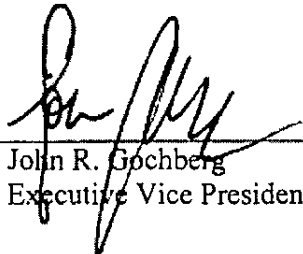
**TGM APARTMENT PARTNERS LP,**  
acting solely with respect to the Series A limited partnership  
interests

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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TALLAHASSEE, FLORIDA

# Delaware

Page 1

The First State

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.



5794479 8300

SR# 20164610924

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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

Authentication: 202544729

Date: 06-23-16