

Document Number Only

1395000000390

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11/06/95 01115-014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11/06/95 01115-014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

95 NOV -2 PM 2:29

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Branch Properties, L.P. Limited Partnership  
Cross ref: Branch Properties, L.P.

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☒ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/ G/S

☐ After 4:30

☒ Pick Up

Name	
Availability	131-
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

11/2/95 3:00  
11/2/95  
J. TAA  
FILING 52.50  
R. AGENT FEE 35.00  
C. COPY  
TOTAL 87.50  
N. BANK  
BALANCE DUE  
FUND

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

file 1-54

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

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

1. Branch Properties, L.P.

(Name of limited partnership as it is in the home state)

2. Branch Properties, L.P., Limited Partnership

(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. Georgia

(State of Formation)

4.

October 20, 1995

(Date of Formation)

5. C. T. Corporation System

(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road

(Street Address of Registered Office)

Plantation

(City)

Florida 33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

(Agent must sign on this line)

8. 1201 Peachtree Street, 400 Colony Square, Suite 1600, Atlanta, Georgia 30361  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

SPECIFIC ADDRESS

Branch Realty Management, Inc., 1201 Peachtree Street, 400 Colony Square, Suite 1600,  
Atlanta, Georgia 30361

10. 1201 Peachtree Street, 400 Colony Square, Suite 1600, Atlanta, Georgia 30361

(Office where Names, Addresses and Contributions of Limited Partners are kept)

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DIVISION OF CORPORATIONS  
95 OCT - 2 PM 2:29

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 cancelled or withdrawn.

12. 1201 Peachtree Street, 400 Colony Square, Suite 1600, Atlanta, Georgia 30361  
(Mailing Address of Limited Partnership)

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DIVISION OF CORPORATIONS  
5 NOV - 2 PM 2:29

This 24<sup>th</sup> day of OCTOBER, 19 95.  
Richard H. Lee

Richard H. Lee, as Vice President of Branch Realty Management, Inc., the sole general partner of Branch Properties, L.P.  
STATE OF GEORGIA

COUNTY OF FULTON

THE FOREGOING instrument was acknowledged and sworn to before me this 24<sup>th</sup> day of OCTOBER, 19 95, by Richard H. Lee,\* of  
(Name of General Partner)

Branch Properties, L.P., a Georgia  
(Name of Limited Partnership)

Limited Partnership. \*as Vice President of Branch Realty Management, Inc., the sole general partner

Debra Ann Selman  
Notary Public

State of Georgia at Large

(SEAL)

My Commission Expires: \_\_\_\_\_

NOTARY PUBLIC, GWINNETT COUNTY, GEORGIA  
MY COMMISSION EXPIRES OCTOBER 12, 1997

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned personally appeared Richard H. Lee,\* the sole  
partner of Branch Properties, L.P., a Georgia limited partnership,  
hereinafter referred to as the "Partnership", who certifies as follows:

\*as Vice President of Branch Realty Management, Inc.

1. The amount of capital contributions of the limited partners is \$ 99.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 19.00.

This 24<sup>th</sup> day of October, 1995.

### FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Richard H. Lee

Richard H. Lee, as Vice President of Branch Realty Management, Inc., the sole general partner of Branch Properties, L.P.

State of Georgia

County of Fulton

Date October 24, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared RICHARD H. LEE (General Partner), known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24<sup>th</sup> day of October, 1995.

Beth Ann Holman

Notary Public

Seal

State of Georgia at Large

My commission expires: \_\_\_\_\_

NOTARY PUBLIC, GWINNETT COUNTY, GEORGIA  
MY COMMISSION EXPIRES OCTOBER 12, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV -2 PM 2:29

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9971  
904-222-1193 FAX

800-342-8086



**B95000000390**

FILED STATES  
SECRETARY OF CORPORATIONS  
95 DEC 20 AM 11:54

ACCOUNT NO. : 072100000032  
REFERENCE : 777423 1979A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

ORDER DATE : December 20, 1995

ORDER TIME : 4:58 PM

ORDER NO. : 777423

CUSTOMER NO: 1979A

CUSTOMER: Dorothy Dowell, Legal Asst  
King & Spalding  
191 Peachtree Street  
Atlanta, GA 30303-1763

File #44  
500001678805  
-01/04/96--01092--007  
\*\*\*1837.30 \*\*\*1750.00  
1750

G. TAX \_\_\_\_\_  
FILING \_\_\_\_\_ 17.50  
B. AGENT FEE \_\_\_\_\_  
C. COPY \_\_\_\_\_  
TOTAL \_\_\_\_\_ 17.50.00  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

DOMESTIC AMENDMENT FILING

NAME: BRANCH PROPERTIES, L.P.  
LIMITED PARTNERSHIP

XX SUPPLEMENTAL AFFIDAVIT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: 3/K

RECEIVED  
95 DEC 29 PM 3:14  
DIVISION OF CORPORATION

12/29/95

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

The undersigned general partners of Branch Properties, L.P.

Georgia, a(n) limited partnership, executed this supplemental affidavit filed pursuant to section 620.178, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the purpose of transacting business in Florida is \$ 704,092.00.

This 15th day of December, 19 95.

**FURTHER AFFIANT SAYETH NOT.**

Under the penalties of perjury I declare that I have read the following and that the facts are true, to the best of my knowledge and belief.

General Partner

BRANCH REALTY, INC., a Georgia corporation

By: Richard H. Lee

Richard H. Lee  
Executive Vice President

FILED  
STATE  
SECRETARY OF CORPORATIONS  
65 DEC 20 AM 11:54

1204 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-9471  
904-222-0111 FAX

800-342-8086



**B95000000390**

95 DEC 20 PM 7:05

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032  
REFERENCE : 777423 1979A  
AUTHORIZATION : *[Signature]* 400001675494  
COST LIMIT : \$52.50

ORDER DATE : December 20, 1995

ORDER TIME : 4:55 PM

ORDER NO. : 777423

CUSTOMER NO: 1979A

CUSTOMER: Dorothy Dowell, Legal Asst  
King & Spalding  
191 Peachtree Street  
Atlanta, GA 30303-1763

*File #*

*2*  
95 DEC 20 AM 11:50  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: BRANCH PROPERTIES, L.P.  
LIMITED PARTNERSHIP

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: *BK*

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95 DEC 20 PM 3:14  
DIVISION OF CORPORATION

12/28/95 16:52

REL 500 002

# KING & SPALDING

200 PEACHTREE STREET  
ATLANTA, GEORGIA 30308-1700  
TELEPHONE: 404/570-4000  
FACSIMILE: 404/570-4100

DIRECT MAIL:  
404/570-4000

DIRECT FAX:  
404/570-4140

December 28, 1995

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 29 PM 11:50

BY FACSIMILE

Florida Department of State  
c/o Kelly Courtney  
Corporation Information Services, Inc.  
1201 Nays Street  
Tallahassee, Florida 32301

Re: Branch Properties, L.P.

Dear Sir:

The 1996 annual report for Branch Properties, L.P. was  
mailed to the Florida Department of State last week.

Sincerely,



Dorothy M. Dowell  
Real Estate Specialist

DMD:rb

1700 PENNSYLVANIA AVENUE, NW  
WASHINGTON, DC 20006-6100  
TEL: 202/696-7000 FAX: 202/696-7001

300 WEST 41 STREET  
NEW YORK, NY 10018-6000

1100 LOUISIANA STREET, SUITE 5000  
HOUSTON, TX 77002-6000



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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC 20 AM 11:53

BEFORE ME, the undersigned officer, notary public authorized to administer oaths and to take acknowledgments in and for the county set forth below, personally appeared Richard H. Lee, Executive Vice President of Branch Realty, Inc., a Georgia corporation formerly known as Branch Realty Management, Inc., which is the sole general partner of Branch Properties, L.P., a Georgia limited partnership qualified to do business in Florida as Branch Properties, L.P. Limited Partnership (being hereinafter referred to as the "Partnership"), and, in the capacity set forth herein, being duly sworn, does hereby depose and say as follows, to wit:

1. That this Certificate is executed for the purpose of amending the Partnership's Application by Foreign Limited Partnership for Authorization to Transact Business in Florida (hereinafter referred to as the "Application"), as filed with the Secretary of State, State of Florida, on November 2, 1995, under Document No. B95000000390.
2. That the date of formation of the Partnership as set forth in Paragraph 4 of the Partnership's Application is hereby changed from "October 20, 1995" to "October 20, 1995, as amended on December 19, 1995."
3. That the name of the general partner of the Partnership set forth in Paragraph 9 of the Application is hereby changed to "Branch Realty, Inc." The address of the general partner of the Partnership remains unchanged.
4. That, except as changed, amended and modified hereby, the Partnership's Application shall remain in full force and effect in strict accordance with its terms.

STATE OF GEORGIA  
COUNTY OF FULTON

Sworn to and subscribed  
before me this 19th day  
of December, 1995.

*Rebecca Ann Solomon*  
Notary Public

My Commission Expires:

NOTARY PUBLIC, GWINNETT COUNTY, GEORGIA  
MY COMMISSION EXPIRES OCTOBER 12, 1997

[NOTARIAL SEAL]

BRANCH PROPERTIES, L.P., a Georgia  
limited partnership

By: Branch Realty, Inc., a Georgia  
corporation formerly known as  
Branch Realty Management, Inc.,  
sole General Partner

By: *Richard H. Lee*  
Richard H. Lee  
Executive Vice President

**B9500000390**

DIVISION OF CORPORATIONS

FILED

DOCUMENT # **B9500000390**

96 JUN 27 PM 3:37

1. Name of Limited Partnership

**BRANCH PROPERTIES, L.P.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA 07/10/96--01022--001

\*\*\*1076.25 \*\*\*1076.25  
DO NOT WRITE IN THIS SPACE

2. Mailing Address <b>400 Colony Square</b> Suite, Apt. # etc <b>Suite 1600</b> City & State <b>Atlanta, GA</b> Zip <b>30361</b> Country <b>USA</b>		3. Principal Office Address <b>400 Colony Square</b> Suite, Apt. # etc <b>Suite 1600</b> City & State <b>Atlanta, GA</b> Zip <b>30361</b> Country <b>USA</b>		4. Date Formed or Registered To Do Business in Florida <b>11/02/1995</b>	
		5. FEI Number <b>58-2200009</b>		Applied For <input type="checkbox"/> Not Applicable	
		6. CERTIFICATE OF STATUS DESIRED <input type="checkbox"/>			
		7. State or Country of Formation <b>GA</b>			

8a. Capital Contributions as Shown on Record <b>\$8,704,092.00</b>	FEES: 1.) Filing Fee(s) Computed at a rate of \$7 per \$1,000 on amount entered in 8b, with a minimum filing fee of \$52.50 and a maximum of \$437.50, for each year due this office. 2.) Supplemental Fee(s) \$138.75 for each year due this office, beginning with 1992 calendar year. 3.) Penalty Fee(s) \$500 penalty fee for each year report form is delinquent. Note: If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
8b. Amount of Capital Contributions in FLORIDA to date	

9. Name and Address of Current Registered Agent <b>CT Corporation System</b> <b>1200 S. Pine Island Road</b> <b>Plantation, FL 33324</b>		10. If changed, new registered agent/office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. # etc City <b>FL</b> Zip Code	
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) \_\_\_\_\_ DATE \_\_\_\_\_

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Names of General Partner(s)	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	City, State and Zip Code	11a. Registration Document Number
<b>Branch Realty, Inc.</b>	<b>400 Colony Square</b> <b>Suite 1600</b>	<b>Atlanta, GA 30361</b>	<b>P11414</b>

**RESTATEMENT 96 - CM**

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability or responsibility with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to submit this report as required by Chapter 620, Florida Statutes.

SIGNATURE *Richard H. Lee* DATE 5-28-96  
Typed or Printed Name of General Partner Signing Form BY RICHARD H. LEE, NOT INDIVIDUALLY BUT AS AN OFFICER OF  
BRANCH REALTY, INC. Telephone Number \_\_\_\_\_

CR2039 (4/95)