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**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. AMHAV-1 LP a California LP (Corporation Name) (Document #)

2. 3/26/96 (Corporation Name) TAX (Document #)

3. FILING 52.50 (Corporation Name) AGENT FEE 32.00 (Document #)

4. C. COPY 52.50 (Corporation Name) TOTAL 140.00 (Document #)

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-04/01/96--0103--  
\*\*\*\*140.00\*\*\*\*

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☐ Will wait

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☐ Certificate of Status

☐ ALL CHARTER DOCS

☐ CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of Fictitious Name  
☐ FICTITIOUS NAME SEARCH  
☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

Florida Department of State, Sandra B. Mortlin, Secretary of State

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

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1. AMHAV-1, L.P., A California Limited Partnership  
(Name of limited partnership as it is in the home state)
2. AMHAV-1, L.P., A California 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. California 4. 5-22-96  
(State of Formation) (Date of Formation)
5. Nationscorp Registered Agents, Inc.  
(Name of Registered Agent for Service of Process)
6. 526 E. Park Avenue  
(Street Address of Registered Office)  
Tallahassee, Florida 32301  
(City) (Zip Code)

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

*E. J. Smith*  
(Agent must sign on this line)

8. 6 Upper Newport Plaza, Newport Beach, CA 92660  
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS

STREET ADDRESS

AMHC CORP., a California Corporation

6 Upper Newport Plaza  
Newport Beach, CA 92660

F95000002564

10. 6 Upper Newport Plaza, Newport Beach, CA 92660  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

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.

CONTINUED

12 AMHAY-L, L.P., a California Limited Partnership

6 Upper Newport Plaza, Newport Beach, CA 92660

(Mailing Address of Limited Partnership)

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

This day of 22 March, 19 96

AMHC CORP., A California Corporation

BY: Paul N. Donnelly, President

General Partner

STATE OF California

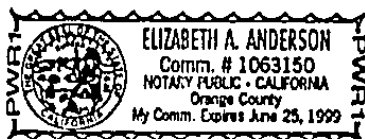
COUNTY OF Orange

On this 22nd day of March, 19 96, Paul N. Donnelly

personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_



Seal

Elizabeth A. Anderson  
(Notary Public Signature)

Elizabeth A. Anderson  
(Notary's Printed Name)

My Commission Expires: 6-25-99

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MAR 26 1996  
SAN FRANCISCO


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

BEFORE ME the undersigned personally appeared PAUL N. DONNELLY, President  
AMHC CORP., a California corporation, a  
a general partner of AMHAV-1, L.P., a (an) California limited partnership  
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 7,425.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 7,425.00.

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

This 22 day of March, 1996

  
AMHC CORP., A California Corporation  
BY: Paul N. Donnelly, President  
General Partner

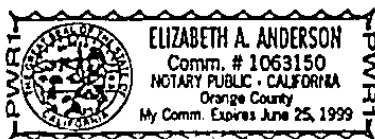
STATE OF CALIFORNIA

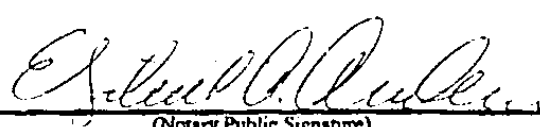
COUNTY OF ORANGE

On this 22nd day of March, 1996, Paul N. Donnelly

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the basis of \_\_\_\_\_



  
(Notary Public Signature)  
Elizabeth A. Anderson  
(Notary's Printed Name)

Seal

My Commission Expires: 6-25-99

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**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
AMHC CORP.,  
a California corporation**

March 25, 1996

The following action is taken by the Board of Directors of AMHC CORP., a California corporation (this "Corporation"), by unanimous written consent without a meeting, pursuant to its Bylaws and Section 307(b) of the California Corporations Code permitting such action to be taken.

**AUTHORIZATION FOR CORPORATION TO ENTER INTO,  
EXECUTE AND DELIVER LIMITED PARTNERSHIP AGREEMENT**

WHEREAS, it is in the best interests of this Corporation to become a general partner in a California limited partnership to be known as AMHAV-1, L.P., a California limited partnership, and to enter into an Agreement of Limited Partnership (the "Partnership Agreement") between the Corporation, as the General Partner, and Paul N. Donnelly, as the Limited Partner, for the purpose of acquiring for lease and sale certain developed real property throughout the United States, pursuant to the Partnership Agreement in the form presented to the Corporation, including without limitation such ancillary and supporting agreements, documents and instruments, and any and all related documents and amendments or modifications thereto (collectively, the "Partnership Documents").

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that this Corporation is authorized to enter into, execute and deliver the Partnership Documents and to perform the obligations applicable to the Corporation under the Partnership Documents.

RESOLVED FURTHER, that any one or more of the officers of this Corporation is authorized to execute and deliver, for and on behalf of this Corporation, the Partnership Documents and to take such further action as he may in his own discretion deem necessary or appropriate to implement the purpose and intent of these resolutions.

RESOLVED FURTHER, that the Partnership Documents referred to in this Consent shall be in such form and contain such terms and conditions as may

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be approved by any officer or officers of this Corporation, and the approval of this Corporation shall be conclusively evidenced by the officer's execution thereof

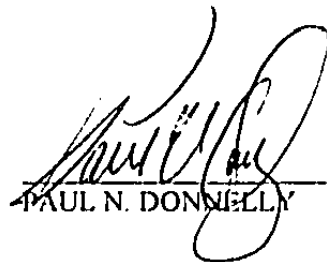
RESOLVED FURTHER, that the authority given hereunder shall be deemed retroactive and any and all agreements, instruments and documents, and amendments thereto and actions authorized hereunder, executed, delivered or performed prior to the adoption of these resolutions are approved, ratified and confirmed in all respects

RESOLVED FURTHER, that this Consent may be signed in counterparts, each of which shall be an original, but all of which shall constitute one and the same instrument.

RESOLVED FURTHER, that the Secretary or any Assistant Secretary of this Corporation is authorized to certify, and deliver a true copy of these resolutions to any person to whom such certification and delivery may be deemed necessary or desirable in the opinion of such officer.

The Secretary of this Corporation is hereby directed to file this Action by Unanimous Written Consent with the minutes of the proceedings of the Board of Directors of the Corporation in the minute book of this Corporation.

Dated: March 25, 1996

  
\_\_\_\_\_  
PAUL N. DONNELLY

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