

Document Number Only

B98000000258

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32310 222-1092

City State Zip Phone

CORPORATION(S) NAME

Lee Hills Associates, Ltd.

700002498237--6
-04/23/98--01078--021
*****87.50 *****87.50

700002498237--6
-04/23/98--01078--027
*****736.25 *****61.25

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- NonProfit
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- Limited Partnership
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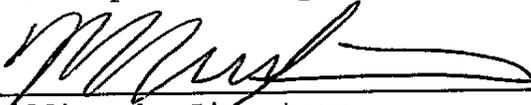
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Florida Department of State, Jim Smith, Secretary of State

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

1. Lee Hills Associates, Ltd.
(Name of limited partnership as it is in the home state;
2. N/A
(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. Texas
(State of Formation)
4. April 15, 1998
(Date of Formation)
5. CT Corporation System
(Name of Registered Agent for Service of Process)
6. c/o CT Corporation System, 1200 South Pine Island Road
(Street Address of Registered Agent for Service of Process)
Plantation, Florida 33324
(City\State) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.

CT Corporation System

By: 
Officer's Signature
MICHAEL E. JONES
ASSISTANT SECRETARY
(Type Officer Name and Title)

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8. 10670 North Central Expressway, #600, Dallas, Texas 75231
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office)
9. NAME OF GENERAL PARTNER\SPECIFIC ADDRESS
ART Florida Partners III, Inc. ✓ F98000002300
10670 North Central Expressway
Suite 600
Dallas, Texas 75231

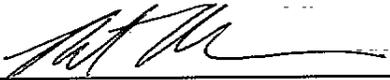
10. 10670 North Central Expressway, #600, Dallas, Texas 75231
(Office where Names, Addresses and Contributions of Limited Partners are kept)

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 canceled or withdrawn.

12. 10670 North Central Expressway, #600, Dallas, Texas 75231
(Mailing Address of Limited Partnership)

This 22nd day of April, 1998.

ART Florida Partners III, Inc.
General Partner

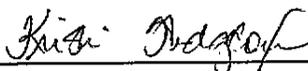
By: 
Robert A. Waldman, Secretary

STATE OF TEXAS

COUNTY OF DALLAS

THE FOREGOING instrument was acknowledged and sworn to before me this 22nd day of April, 1998, by Robert A. Waldman, Secretary of the General Partner of Lee Hills Associates, Ltd. (Name of Limited Partnership), a Texas limited partnership, on behalf of the limited partnership.




Notary Signature

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Robert A. Waldman, Secretary of Art Florida Partners, II, General Partner of Lee Hills Associates, Ltd., a Texas limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$10.00.
2. The anticipated amount of the capital contributions of the limited partner that is allocated for the purposes of transacting business in Florida is \$10.00.

This 22nd day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

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

ART FLORIDA PARTNERS III, INC.,
General Partner

By: 
Robert A. Waldman, Secretary

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STATE OF TEXAS

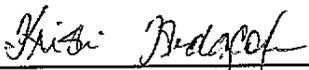
COUNTY OF DALLAS

April 22, 1998

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, Robert A. Waldman, Secretary of ART Florida Partners III, Inc., General Partner, known to 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 22nd day of April, 1998.




Signature of Notary Public
Kristi Hedgcox
Printed Name of Notary Public