

B98000 000 455



ACCOUNT NO. : 072100000032

REFERENCE : 890541 4349184

AUTHORIZATION :

COST LIMIT : \$ 1942.50

FILED  
98 JUL 15 PM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 14, 1998

ORDER TIME : 3:13 PM

ORDER NO. : 890541-010

CUSTOMER NO: 4349184

8000002530208--3

CUSTOMER: Ariadne Bender, Corp Spec.  
Affirmative Equities Company  
120 Wooster Street

New York, NY 10012

FOREIGN FILINGS

NAME: RIVERWALK APARTMENTS, LTD.

FILED  
98 JUL 15 PM 4:08  
DEPT. OF CORPORATION

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:


XXX CERTIFIED COPIES -- 3

CONTACT PERSON: Tamara Odom

\* \* File 2nd \* \*

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

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

1. Riverwalk Apartments, L.P.  
(Name of limited partnership as it is in the home state)
2. Riverwalk Apartments, L.P.  
(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. Delaware  
(State of Formation)
4. May 26, 1998  
(Date of Formation)
5. Affirmative Management Inc.  
(Name of Registered Agent for Service of Process)
6. 5850 T.G. Lee Blvd., Suite 345  
(Street Address of Registered Office)
7. Orlando, Florida 32822  
(Zip Code)
8. Acceptance by the Registered Agent for Service of Process.  
By:   
(Agent must sign on this line)  
1013 Centre Road Wilmington, Delaware 19805  
(Address of registered office required in state of formation or, if not required, address of principal office)

**9. NAMES OF GENERAL PARTNERS                      STREET ADDRESS**

GW Riverwalk Management, LLC                      120 Wooster Street New York, New York  
10012

10. Affirmative Equities Co. 120 Wooster Street, New York, New York 10012  
(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capital contributions of the limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.
12. c/o Affirmative Equities Company, 120 Wooster Street New York, New York 10012  
(Mailing Address of Limited Partnership)

FILED  
98 JUL 15 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 14<sup>th</sup> day of, July 1998.

GW Riverwalk Management, LLC, general partner

By: Affirmative Equities Company, L.P., member

By: Affirmative Equities, Inc., its general partners

By:

Andrew D. Jubelt  
Andrew D. Jubelt, President

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 14<sup>th</sup> day of JULY, 1998, ANDREW D. JUBELT, personally  
appeared before me, who is personally known to me.

Angela C. Hayes  
(Notary Public Signature)

ANGELA C. HAYES  
Notary Public, State of New York  
No. 01HA5085235  
Qualified in Kings County  
Commission Expires October 6, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 JUL 15 PM 1:16

FILED

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

BEFORE ME, the undersigned personally appeared, Andrew D. Jubelt, President of Affirmative Equities Inc., which is the general partner of Affirmative Equities Company, L.P., which is a member of G/W Riverwalk Management, LLC, which is the general partner of Riverwalk Apartments, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership", and certified as follows:

- 1) The amount of capital contributions of the limited partner is or is anticipated to be \$2,400,000.00.
- 2) The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is or is anticipated to be \$2,400,000.00

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 herein are true and correct.

This 14<sup>th</sup> day of July 19 98

G/W Riverwalk Management, LLC, general partner

By: Affirmative Equities Company, L.P., member

By: Affirmative Equities, Inc., its general partner

By: Andrew D. Jubelt  
Andrew D. Jubelt, President

FILED  
98 JUL 15 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF New York  
COUNTY OF New York

On this 14<sup>th</sup> day of July, 1998, ANDREW D. JUBELT personally appeared before me, who is personally known to me.

ANGELA C. HAYES  
Notary Public, State of New York  
No. 01HA5086236  
Qualified in Kings County  
Commission Expires October 6, 1999

Angela C. Hayes  
Notary Public

ANGELA C. HAYES  
Notary Public, State of New York  
No. 01HA5086236  
Qualified in Kings County  
Commission Expires October 6, 1999