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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

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City

State

Zip

Phone

CORPORATION(S) NAME

300002787293--3

-02/25/99--01061--004

*****52.50 *****52.50

300002787293--3

-02/25/99--01061--005

***1785.00 ***1785.00

HINES NATIONAL OFFICE PARTNERS Limited Partnership

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

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JEFFREY D. BUTTERFIELD

CR2E031 (1-89)

File 4th

Florida Department of State, Sandra B. Mortham, Secretary of State
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. Hines National Office Partners Limited Partnership
(Name of limited partnership as it is in the home state)
2. _____
(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 4. 6/26/98
(State of Formation) (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, Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
C T CORPORATION SYSTEM
(Officer must sign on this line) Kirk Hood, Asst. Secretary
8. 2800 Post Oak Blvd., Suite 5000, Houston, Texas 77056-6118
(Address of registered office required in state of formation or, if not required, address of principal office.)
- | 9. NAME OF GENERAL PARTNERS | STREET ADDRESS |
|--------------------------------------|--|
| <u>Hines Fund Management, L.L.C.</u> | <u>2800 Post Oak Blvd., Suite 5000</u> |
| | <u>Houston, Texas 77056-6118</u> |
10. 2800 Post Oak Blvd., Suite 5000, Houston, Texas 77056-6118
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. 2800 Post Oak Blvd., Suite 5000, Houston, Texas 77056-6118

(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 23rd day of February, 19 99

Jeffrey C. Hines General Partner [note 1]

STATE OF Texas

COUNTY OF Harris

On this _____ day of February, 19 99,

Jeffrey C. Hines personally appeared before me,

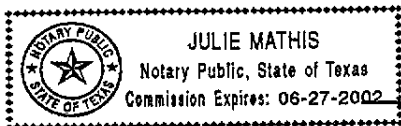
☒ who is personally known to me

☐ whose identity I proved on the basis of _____

99 FEB 25 PM 1:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Julie V. Mathis
(Notary Public Signature)



Julie V. Mathis
(Notary's Printed Name)

Seal

My Commission Expires: 6-27-2002

[note 1] Jeffrey C. Hines, President of Hines Holdings, Inc., General Partner of Hines Interests Limited Partnership, General Partner of Hines Fund Management, L.L.C.

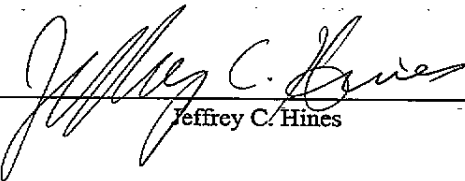
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME, the undersigned, personally appeared Jeffrey C. Hines, in his capacity as President of Hines Holdings, Inc., in its capacity as general partner of Hines Interests Limited Partnership, in its capacity as managing member of Hines Fund Management, L.L.C., in its capacity as general partner of Hines National Office Partners Limited Partnership, 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 \$ 18,574,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,415,000

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 23rd day of Feb., 1999.


Jeffrey C. Hines

STATE OF TEXAS

COUNTY OF HARRIS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 25 PM 1:51

On this 23rd day of Feb., 1999, Jeffrey C. Hines personally appeared before me.

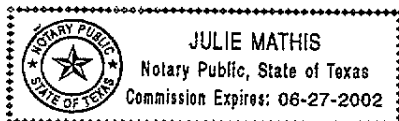
☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Julie V. Mathis
(Notary's Printed Name)

Seal



My Commission Expires: 6-27-2002