

B990000000291

★ TARRAGON REALTY INVESTORS, INC.

August 2, 1999

VIA AIRBORNE

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

500002949025--2
-08/03/99--01060--005
*****96.25 *****96.25

RE: **Martins Landing Associates, Ltd.,**
a Georgia limited partnership

Dear Sir/Madam:

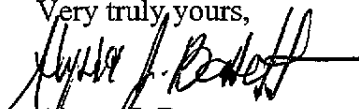
Enclosed please find two (2) copies of each of the following documents to be filed with your office:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida; and
2. Affidavit of Capital Contributions for a Foreign Limited Partnership.

Also enclosed is a check in the amount of \$96.25 which includes the filing fee plus an additional \$8.75 for a **Good Standing Certificate**, which is being requested at this time.

Should you have any questions regarding the enclosed, do not hesitate to contact the undersigned at (212) 949-5000. Thank you for your attention to this matter.


Very truly yours,


Alyssa J. Bassett

Enclosures

wpdocs\jlb99\floridados\lrf

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -5 PM 4:00

B99-291


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

1. Martins Landing Associates, Ltd.
(Name of limited partnership as it is in the home state)

2. Martins Landing, Ltd.
(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.")

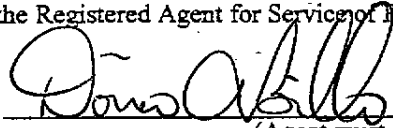
3. Georgia 4. 9/14/87
(State of Formation) (Date of Formation)

5. CF Corporation System
(Name of Registered Agent for Service of Process)

6. 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation 33324
(City) Florida (Zip Code)

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

 DOMENIC A. BORRIELLO
Assistant Vice President
(Agent must sign on this line)

8. CF Corporation System 1201 Peachtree Street, N.E.
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 | STREET ADDRESS |
|--|----------------------------------|
| <u>Tarragon Realty Investors, Inc.</u> ✓ | <u>280 Park Avenue</u> |
| <u>F99000000851</u> | <u>East Building, 20th Floor</u> |
| | <u>New York, NY 10017</u> |

10. Tarragon Realty Investors, Inc.
280 Park Avenue
East Building, 20th Floor, New York, NY 10017
(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG - 5 PM 4:00

12. 280 Park Avenue, East Building, 20th Floor
New York, NY 10017

(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.

Signed this 2nd day of August, 19 99

By: Charles D. Rubenstein

General Partner

Executive Vice President of the

STATE OF New York

New York

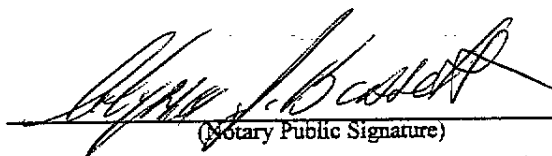
COUNTY OF _____

On this 2nd day of August, 19 99

Charles D. Rubenstein personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

ALYSSA J. BASSETT
Notary Public, State of New York
No. 4980637
Qualified in New York County
Commission Expires April 22, 2001

(Notary's Printed Name)

Seal

My Commission Expires: 4/22/01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -5 PM 4:00

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Charles D. Rubenstein, Executive Vice President
of the ~~general~~ partner of Martins Landing Associates, Ltd., a (an) Georgia
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.

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.

Signed this 2nd day of August, 19 99.

By: Charles D. Rubenstein
Executive Vice President of the General Partner

STATE OF New York

COUNTY OF New York

On this 2nd day of August, 19 99,

Charles D. Rubenstein, personally appeared before me,

- ☒ who is personally known to me
☐ whose identity I proved on the basis of _____

Alyssa J. Bassett
(Notary Public Signature)

(Notary's Printed Name)

ALYSSA J. BASSETT
Notary Public, State of New York
No. 4980637
Qualified in New York County
Commission Expires April 22, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG -5 PM 4:00

Seal

My Commission Expires: _____