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November 13, 2000

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Application by ARCMS, Inc. for Authority to Transact Business**

Dear Sir or Madam:

Enclosed herewith, please find the following items:

200003464252--8  
-11/15/00--01060--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

1. Application in duplicate by a Foreign Corporation for authorization to transact business in Florida, prepared on behalf of ARCMS, Inc. ("ARC")
2. A Certificate of Good Standing for ARC issued by the Secretary of State, State of Delaware.
3. A check in the amount of \$78.75 for the filing fee.

Please file the above referenced items of record and return a file-stamped copy in the enclosed self-addressed envelope.

Should you have any questions or require additional information in this regard, please contact me directly at (303) 383-7540.

Sincerely,

*Rae Curtiss*

Rae Curtiss  
Paralegal

*Enclosures*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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11/21

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ARCMS, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Attn: Rae Curtiss

(Name of Person)

Affordable Residential Communities

(Firm/Company)

600 Grant Street, Suite 900

(Address)

Denver, CO 80203

(City/State and Zip code)

For further information concerning this matter, please call:

Rae Curtiss

(Name of Person)

at ( 303 ) 383-7540

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee      ☐ \$78.75 Filing Fee & Certificate of Status      ☒ \$78.75 Filing Fee & Certified Copy      ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. ARCMS, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 841509877  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. July 27, 1999 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)  
c/o Scott L. Gesell, Suite 900, 600 Grant Street
7. Denver, CO 80203  
(Principal office address)
- \_\_\_\_\_  
(Current mailing address)  
Sale of consumer goods Sale of consumer goods
8. \_\_\_\_\_  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (Zip code)

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TALLAHASSEE, FLORIDA

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**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By: [Signature]

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott L. Gesell, Vice President

(Typed or printed name and capacity of person signing application)

**ARCMS, INC.**

**OFFICERS**

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Scott D. Jackson	Chairman	600 Grant Street, Suite 900 Denver, CO 80203 (303) 291-0222
John G. Sprengle	President and Treasurer	600 Grant Street, Suite 900 Denver, CO 80203 (303) 291-0222
Scott L. Gesell	Vice President, Secretary, and General Counsel	600 Grant Street, Suite 900 Denver, CO 80203 (303) 291-0222
Scott Lawrence	Vice President and Controller	600 Grant Street, Suite 900 Denver, CO 80203 (303) 291-0222
Wade Warthen	Vice President, Assistant Secretary and Counsel	600 Grant Street, Suite 900 Denver, CO 80203 (303) 291-0222

**SOLE DIRECTOR**

Scott D. Jackson
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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ARCMS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF OCTOBER, A.D. 2000.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0764557

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DATE: 10-30-00