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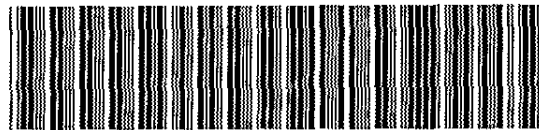
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 984304 4307052

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

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SEALING STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 26, 2003

ORDER TIME : 9:44 AM

ORDER NO. : 984304-005

CUSTOMER NO: 4307052

CUSTOMER: Vera Penev, Legal Assistant
Ungaretti & Harris
Suite 3500
Three First National Plaza
Chicago, IL 60602-4283

FOREIGN FILINGS

NAME: BROOKWOOD MANAGEMENT, INC.

XXXX QUALIFICATION (TYPE: QQ)

*File
1st*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER: _____

**CERTIFICATE OF
ADOPTION OF RESOLUTION OF BOARD OF DIRECTORS
OF
BROOKWOOD MANAGEMENT, INC.**

03 APR 18 AM 10:53
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Thomas N. Trkla, does hereby certify that the following resolution of the Board of Directors of Brookwood Management, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), was duly adopted by unanimous written consent dated March 27, 2003:

"NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby adopts the name Dunham Management, Inc. as a fictitious name for the purpose of transacting business in the State of Florida."

DATED: April 2, 2003



President

Thomas N. Trkla
Type or Print Name

—

CONSENT IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
BROOKWOOD MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all the directors of BROOKWOOD MANAGEMENT, INC., a Delaware corporation (the "Corporation"), in lieu of holding a special meeting, hereby adopt the following resolutions by written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Corporation is the sole general partner of a limited partnership formed under the laws of the State of Delaware and known as Brookwood Management Partners, L.P. (the "Partnership"); and

WHEREAS, it has been determined that the Partnership will provide management services for property located in the State of Florida, and it has been deemed advisable that the Partnership be authorized to transact business in the State of Florida; and

WHEREAS, in connection with the qualification of the Partnership to transact business in Florida, it is required that the Corporation, in its capacity as the General Partner of the Partnership, also be authorized to transact business in the State of Florida; and

WHEREAS, the Corporation will not be able to transact business in Florida under its legal name and therefore will need to transact business in Florida under a fictitious name;

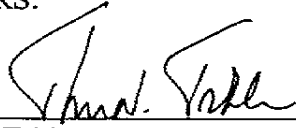
NOW THEREFORE BE IT RESOLVED, that the Corporation hereby adopts the name Dunham Management, Inc. as a fictitious name for the purpose of transacting business in the State of Florida.

FURTHER RESOLVED, that the President of the Corporation, or any other officer or agent designated by his, hereby is authorized and directed, for and on behalf of the Corporation, for itself and in its capacity as the General Partner of the Partnership, to execute any documents or instruments, and to take any such further actions as may be deemed necessary or appropriate to effect the qualification of the Partnership and the Corporation to transact business in the State of Florida and, in the case of the Corporation, to transact business under the fictitious name set forth above.

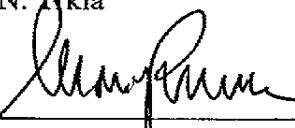
The actions taken by this consent shall have the same force and effect as if taken by the undersigned at a special meeting of the Board of Directors of the Corporation duly called and constituted pursuant to the laws of the State of Delaware and the Corporation's By-Laws.

Dated as of March 27, 2003

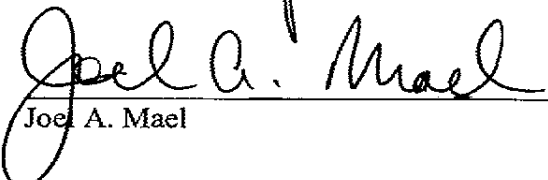
DIRECTORS:



Thomas N. Fikla



Thomas W. Brown



Joel A. Mael

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TALLAHASSEE, FLORIDA
STATE

**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. Brookwood Management, 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. 04-3191332
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 17, 1993 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.)
7. 55 Tozer Road, Beverly, Massachusetts 01915
(Principal office address)
- 55 Tozer Road, Beverly, Massachusetts 01915
(Current mailing address)
8. real estate management services
(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)

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

Deborah D. Skipper
(Registered agent's signature)

Deborah D. Skipper
Asst. V. Pres.

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: Thomas N. Trkla

Address: 55 Tozer Road

Beverly, Massachusetts 01915

Vice Chairman: _____

Address: _____

Director: Thomas W. Brown

Address: 55 Tozer Road

Beverly, Massachusetts 01915

Director: Joel A. Mael

Address: 1350 Avenue of the Americas, Suite 2701

New York, New York 10019

B. OFFICERS

President: See Officers Listed on Addendum

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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. _____

Thomas N. Trkla, President

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

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TALLAHASSEE, FLORIDA

ADDENDUM
APPLICATION BY FOREIGN CORPORATION
FOR AUTHORIZATION TO TRANSACT BUSINESS
IN FLORIDA
BROOKWOOD MANAGEMENT, INC.
(d/b/a DUNHAM MANAGEMENT, INC.)

12. B OFFICERS:

<u>Office</u>	<u>Name</u>	<u>Number & Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Chairman of the Board, President and Chief Executive Officer	Thomas N. Trkla	55 Tozer Road	Beverly,	MA	01915
Chief Financial Officer, Secretary and Senior Managing Director	Eve M. Trkla	55 Tozer Road	Beverly,	MA	01915
Senior Managing Director	Thomas W. Brown	55 Tozer Road	Beverly,	MA	01915
Senior Managing Director	Joel A. Mael	1350 Avenue of the Americas, Suite 2701	New York,	NY	10019

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TALLAHASSEE, FLORIDA

Delaware

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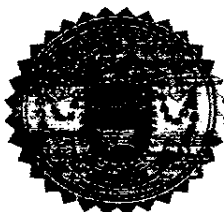
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROOKWOOD MANAGEMENT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BROOKWOOD MANAGEMENT, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF MAY, A.D. 1993.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
APR 1 10 53 AM
STATE OF FLORIDA
TALLAHASSEE



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2336638 8300

AUTHENTICATION: 2370996

030252314

DATE: 04-17-03