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(City/State/Zip/Phone #)

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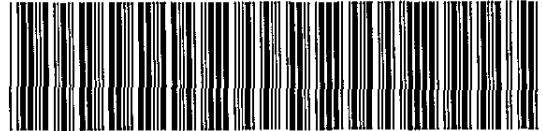
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032
REFERENCE : 710609 5124005
AUTHORIZATION : *Darlene Ward*
COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 16, 2005
ORDER TIME : 9:41 AM
ORDER NO. : 710609-010
CUSTOMER NO: 5124005

FOREIGN FILINGS

NAME: AIMCO/BETHESDA HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

**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. AIMCO/Bethesda Holdings, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 74-2967629

(FEI number, if applicable)

4. July 27, 2000

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

c/o Legal Department, Suite 1100, 4582 S. Ulster Street Pkwy

7. Denver, CO 80237

(Principal office address)

Suite 1100, 4582 S. Ulster Street Pkwy, Denver, CO 80237

(Current mailing address)

See Attached Rider 1

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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(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

By: _____

(Registered agent's signature)

Assistant Vice President

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:

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

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 Director or Officer listed in number 12 of the application)

14. Derek S. McCandless, Vice President
(Typed or printed name and capacity of person signing application)

RIDER 1

FL-Application by Foreign Corporation for Authorization

AIMCO/Bethesda Holdings, Inc.

To engage in any act or activity for which corporations may be organized including but not limited to management activities related to real estate investments. To engage in any act or activity for which corporations may be organized.

Officers/ Directors Rider for AIMCO/Bethesda Holdings, Inc.

NAME	TITLE
David R. Robertson	Chief Executive Officer and President and Director
Jeffrey Adler	Executive Vice President and Director
Derek S. McCandless	Vice President, Senior Counsel and Assistant Secretary
Patti K. Fielding	Executive Vice President, Securities and Debt; Treasurer
Mary M. McChesney	Assistant Secretary

Delaware

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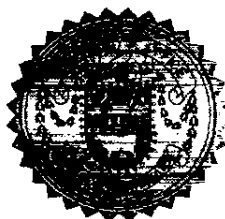
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AIMCO/BETHESDA HOLDINGS, 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 SIXTEENTH DAY OF NOVEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AIMCO/BETHESDA HOLDINGS, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2000.

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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4302361

DATE: 11-16-05