

706000000001

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

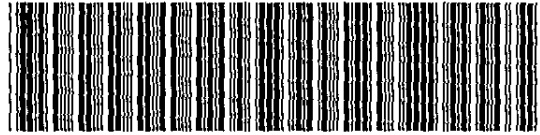
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500064271945

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 31 PM 12:54

RECEIVED
06 JAN 27 AM 10:53
OFFICE OF THE
CLERK OF THE
SUPREME COURT



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 804461 4327389

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : January 27, 2006

ORDER TIME : 9:19 AM

ORDER NO. : 804461-005

CUSTOMER NO: 4327389

FOREIGN FILINGS

NAME: FUND V-FS OPERATING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

*Resubmit.
Please file.
Thanks!*

06 JUN 31 PM 11:15
RECEIVED

**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.

06 JAN 31 PM 12:54
SECRETARY OF STATE
DIVISION OF CORPORATIONS

1. Fund V-FS Operating, 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. Colorado

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

3. _____

(FEI number, if applicable)

4. January 3, 2006

(Date of incorporation)

5. Perpetual

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

6. Upon registration

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4643 South Ulster Street, Ste. 1500, Denver, CO 80237

(Principal office address)

same as above

(Current mailing address)

8. Real estate investment

(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 St.

Tallahassee

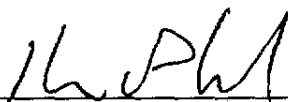
(City)

, 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.



(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: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF
06 JAN 31 PM 12:54

Director:

~~XXXXXX~~ ~~Vice Chairman:~~

Donald E. Spiegleman

Address:

c/o 4643 South Ulster St., Ste. 1500

Denver, CO 80237

Director:

James H. Miller

Address:

c/o 4643 South Ulster St., Ste. 1500

Denver, CO 80237

Director:

David T. Johnstone

Address:

c/o 4643 South Ulster St., Ste. 1500

Denver, CO 80237

B. OFFICERS

President:

James H. Miller

Address:

c/o 4643 South Ulster St., Ste. 1500

Denver, CO 80237

Vice President:

Donald Spiegleman and David T. Johnstone

Address:

c/o 4643 South Ulster St., Ste. 1500

Denver, CO 80237

Secretary:

David T. Johnstone

Address:

c/o 4643 South Ulster St., Ste. 1500, Denver, CO 80237

Treasurer:

David T. Johnstone

Address:

c/o 4643 South Ulster St., Ste. 1500, Denver, CO 80237

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. _____

Donald E. Spiegleman, Vice President

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

SECRETARY FILED
DIVISION
06 JAN 31 PM 12:54

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

I, Ginette Dennis, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,

Fund V-FS Operating, Inc.

is a
Corporation

formed or registered on 01/03/2006 under the law of Colorado, has complied with all applicable
requirements of this office, and is in good standing with this office. This entity has been
assigned entity identification number 20061002542 .

This certificate reflects facts established or disclosed by documents delivered to this office on
paper through 12/28/2005 that have been posted, and by documents delivered to this office
electronically through 01/03/2006 @ 16:34:27 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed,
authenticated, issued, delivered and communicated this official certificate at Denver, Colorado
on 01/03/2006 @ 16:34:27 pursuant to and in accordance with applicable law. This certificate is
assigned Confirmation Number 6380961 .



Ginette Dennis

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."