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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION

Smith Two, Inc

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**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. Smith Two, 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. 54-1718513

(FEI number, if applicable)

4. 5/3/1994

(Date of incorporation)

5. perpetual

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

6. _____

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

7. 9200 E. Panorama Circle, Englewood, CO 80112

(Principal office address)

same as above

(Current mailing address)

8. own, operate and manage apartment complexes

(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:

CT Corporation System

Office Address:

1200 South Pine Island Road

Plantation

(City)

, Florida

33324

(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.

CT Corporation System

By: Hiedi M. Liesch

(Registered agent's signature)

Hiedi Liesch
Assistant Secretary

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:

FL012 - 02/03/2014 CT System Online

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A. DIRECTORS

Chairman: R. Scot Sellers

Address: 9200 E. Panorama Circle, Englewood, CO 80112

Vice Chairman: Charles E. Mueller, Jr.

Address: 9200 E. Panorama Circle, Englewood, CO 80112

Director: Caroline Brower

Address: 9200 E. Panorama Circle, Englewood, CO 80112

Director: J. Lindsay Freeman

Address: Six Piedmont Center, Atlanta, GA 30305

B. OFFICERS

President: R. Scot Sellers

Address: 9200 E. Panorama Circle, Englewood, CO 80112

Vice President: Thomas S. Reif

Address: 9200 E. Panorama Circle, Englewood, CO 80112

Secretary: Caroline Brower

Address: 9200 E. Panorama Circle, Englewood, CO 80112

Treasurer: Rick D. Jacobsen

Address: 9200 E. Panorama Circle, Englewood, CO 80112

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. Thomas S. Reif, Group Vice President

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

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TALLAHASSEE FL 33011

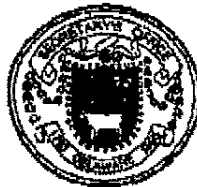
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SMITH TWO, 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 THIRD DAY OF JULY, A.D. 2006.



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060636525

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4875399

DATE: 07-03-06