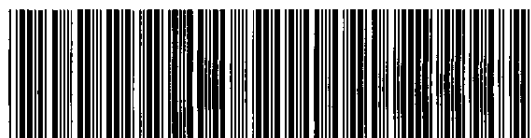


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(Requestor's Name)

(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:
*Holding for officer
director page*

Office Use Only

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TALLAHASSEE, FLORIDA

*10-21-10
200*



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TALLAHASSEE, FLORIDA

October 11, 2010

Via Overnight Delivery

Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: UDR Eastern Residential, Inc.
Application by Foreign Corporation for Authorization to Transact Business

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida, together with required supporting documents and check to cover the filing fee, designation of Registered Agent and Certificate of Status.

If you have questions or need additional information, please call me at (804) 290-4728.

Thank you.

Very truly yours,

A handwritten signature in cursive script that reads "Dianne C. Dementi".

Dianne C. Dementi
Assistant Secretary and Corporate Paralegal

Enclosures

5620 Cox Road, Suite 200
Glen Allen, VA 23060

Tel: 804.290.4700
Fax: 804.343.1912

COVER LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: New Filing Section
Division of Corporations

SUBJECT: UDR Eastern Residential, 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," or "Certificate of Good Standing" 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:

Dianne C. Dementi, Assistant Secretary

Name of Person

UDR, Inc.

Firm/Company

5620 Cox Road, Suite 200

Address

Glen Allen, VA 23060

City/State and Zip code

ddementi@udr.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dianne C. Dementi

Name of Person

at (804) 290-4728

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing 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

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.

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TALLAHASSEE, FLORIDA

1. UDR Eastern Residential, 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. 27-1112872

(FEI number, if applicable)

4. October 12, 2009

(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. 1745 Shea Center Drive, Suite 200, Highlands Ranch, CO 80129

(Principal office address)

(Current mailing address)

8. Employer entity and property management

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

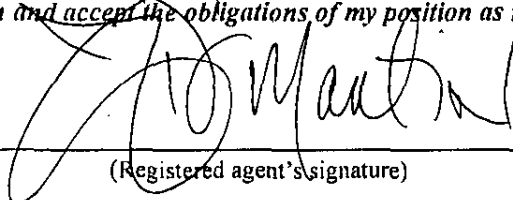
Plantation, Florida 33324

(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.



James Martin
Assistant Secretary

(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:

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A. DIRECTORS

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list

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. Dianne C. Dementi

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Dianne C. Dementi, Assistant Secretary

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

Officers and Directors
UDR EASTERN RESIDENTIAL, INC.

Directors

David L. Messenger
Warren L. Troupe
W. Mark Wallis

Address for directors and officers

1745 Shea Center Drive, Suite 200
Highlands Ranch, CO 80129

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TALLAHASSEE, FLORIDA

<u>Officer</u>	<u>Title</u>
Thomas W. Toomey	President & Chief Executive Officer
Warren L. Troupe	Senior Executive Vice President & Secretary
W. Mark Wallis	Senior Executive Vice President
Richard A. Giannotti	Executive Vice President
Mathew T. Akin	Senior Vice President
Mark M. Culwell	Senior Vice President
Jerry A. Davis	Senior Vice President
Cameron A. Etezadi	Senior Vice President
David L. Messenger	Senior Vice President & Chief Financial Officer
Katie Miles-Ley	Senior Vice President
Thomas A. Spangler	Senior Vice President
S. Douglas Walker	Senior Vice President
Teresa L. Barker	Vice President
R. Bruce Blanton	Vice President
Cantor, H. Andrew	Vice President - Investor Relations
Kathryn O. Clem	Vice President
Gregory M. Duggan	Vice President
Denise L. Fansler	Vice President
Douglas F. Fee	Vice President
Terry D. Fulbright	Vice President
Sheri S. Henri	Vice President - Controller
Louis N. Kovalsky	Vice President
Thomas E. Lamberth	Vice President
O'Shields, William T. III	Vice President - Treasurer
L. Scott St. Clair	Vice President
Dennis E. Sandidge	Vice President
William E. Scharf	Vice President
Milton A. Scott, Jr.	Vice President
Steven H. Taraborelli	Vice President
Elaine A. Williams	Vice President
Dana D. Castelvocchi	Assistant Vice President
Brian E. Chafin	Assistant Vice President
Cheryl L. Markus	Assistant Vice President
Vaughn P. Maurer	Assistant Vice President
Margaret Meade	Assistant Vice President
Vickie C. Patton	Assistant Vice President
Kathryn A. Ratchford	Assistant Vice President
Dianne C. Dementi	Assistant Secretary
Leslie E. Green	Assistant Secretary
Deborah J. Shannon	Assistant Secretary

Delaware

The First State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UDR EASTERN RESIDENTIAL, 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 SIXTH DAY OF OCTOBER, A.D. 2010.

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

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



4741035 8300

100974002

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8273174

DATE: 10-06-10