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F95000006223

CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone
CORPORATION(S) NAME

700001668417
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Apt Ind / Apts Condo, Inc.

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DIVISION OF CORPORATIONS
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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious name Filing |
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| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Mail Out | |
| <input type="checkbox"/> Mail Out | | |

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. APT IND/APTS REALTY, 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

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

3. 04-3238633

(FEI number, if applicable)

4. July 1, 1994

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 600 Central Avenue, Suite 142, Highland Park, Illinois 60035

(Current mailing address)

8. See attached purpose clause

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of
Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Jeffrey H. Terry
(Registered agent's signature) (Officer)

JEFF H TERRY - ASST. SECY
(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

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. JAMES G. GLASSCOY, JR., President

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

**Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida**

**Purpose Clause of
APT IND/APTS REALTY, INC.**

(a) to acquire and hold title to real property and to collect the income therefrom, remitting the entire amount of such income, less expenses, to its shareholders, in accordance with section 501(c)(25) of the Internal Revenue Code of 1986, as amended (the "Code"), and the regulations promulgated thereunder; (b) to engage in any lawful act or activity necessary to satisfy the foregoing purpose, including the incorporation of subsidiaries, for which corporations may be organized under the General Corporation Law of Delaware.

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DIVISION OF CORPORATIONS
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RIDER

APT IND/APTS REALTY, INC.
(DE domestic)

OFFICERS
NAME/TITLE

BUSINESS ADDRESS

RESIDENCE ADDRESS

SOCIAL
SECURITY NUMBER

James G. Glasgow, Jr.
President & Secretary

601 California Street
Suite 900
San Francisco, CA 94108

112 Parkhaven Drive
Danville, CA 94506

236-96-4866

Victoria A. Cory
Vice President,
Treasurer & Assistant
Secretary

601 California Street
Suite 900
San Francisco, CA 94108

110 Parkhaven Drive
Danville, CA 94506

564-15-1637

Daniel J. Smith
Vice President

3100 Arapahoe Avenue
Suite 203
Boulder, CO 80303

7247 Augusta Drive
Boulder, CO 80301

328-54-3395

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DIVISION OF CORPORATIONS
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SOCIAL

DIRECTORS

BUSINESS ADDRESS

RESIDENCE ADDRESS

SECURITY NUMBER

James G. Glasgow, Jr.

601 California Street
Suite 900
San Francisco, CA 94108

112 Parkhaven Drive
Danville, CA 94506

236-96-4866

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Boulder, CO 80303

7247 August Drive
Boulder, CO 80301

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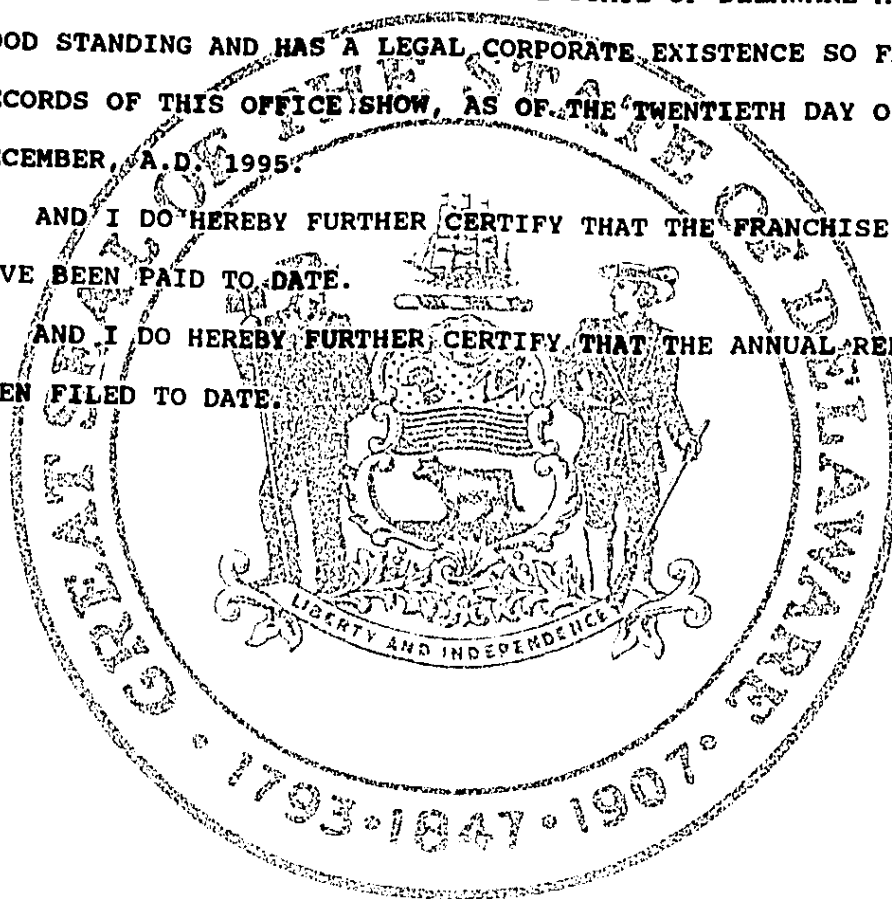
All officers and directors took office on December 19, 1995.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "APT IND/APTS REALTY, 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 TWENTIETH DAY OF DECEMBER, A.D. 1995.

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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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

12-20-95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

900001676839

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CORPORATION(S) NAME

Hillman Palace Realty Corp.

into

Apt. 101 / Apts. Realty, Inc.

DIVISION OF CORPORATIONS

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☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger
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☐ Annual Report

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Acknowledgment

W.P. Verifier

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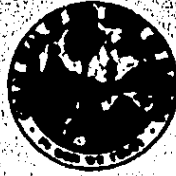
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N. HENDRICKS DEC. 26 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

HIDDEN PALMS REALTY CORP., INC., A FLORIDA CORPORATION,
P95000032742

INTO

APT IND/APTS REALTY, INC., a Delaware corporation, F95000006223

File date: December 22, 1995

Corporate Specialist: Nancy Hendricks

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows:

Name of corporation

State/country of incorporation

APT IND/APTS REALTY, INC.
Hidden Palms Realty Corp., Inc.

Delaware
Florida

SECOND: The laws of the state or country under which such foreign corporation is organized permit such merger and such foreign corporation in compliance with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The plan of merger is as follows: See Exhibit A attached hereto.


FIFTH: The effective date of the certificate of merger shall be upon filing of the Articles of Merger.

SIXTH: If shareholder approval was not required, a provision to that effect is as follows:
N/A

SEVENTH: The plan of merger was adopted by the shareholders of Hidden Palms Realty Corp., Inc., on the 20 day of December, 1995, and was adopted by the shareholders of APT IND/APTS REALTY, INC. on the 20 day of December, 1995.

Signed this 20 day of December, 1995.

APT IND/APTS REALTY, INC.

By: 
Its: President & Secretary

HIDDEN PALMS REALTY CORP., INC.

By: _____

Its: _____

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12176-17-7

Signed this 20 day of December, 1995.

APT IND/APTS REALTY, INC.

By: _____

Its: _____

HIDDEN PALMS REALTY CORP., INC.

By: Michael C. Curly

Its: Vice President

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12176-17-7

PLAN OF MERGER

1. The names of the corporations proposing to merge are Hidden Palms Realty, Inc., a Florida corporation (the "Merging Corporation"), and APT IND/APTS REALTY, INC., a Delaware corporation (the "Surviving Corporation"; together with the Merging Corporations, the "Constituent Corporations").

2. Upon the Effective Date, as hereinafter defined, the Merging Corporation shall be merged into the Surviving Corporation, which shall be the surviving corporation, in accordance with the applicable statutes of the States of Delaware and Florida. The separate existence of the Constituent Corporations shall thereupon cease, and they shall become a single corporation in accordance with this Plan of Merger (the "Plan"), possessing all of the rights, privileges, powers, franchises and immunities, as well of a public as a private nature, and being subject to all of the restrictions, disabilities and duties, of each of the Constituent Corporations. Thereupon, all and singular, the rights, privileges, powers, franchises and immunities of the Constituent Corporations, and all property and assets, real, personal and mixed, and all debts and obligations due to any of said Constituent Corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to any of such corporations, shall without further act or deed be vested in and devolve upon the Surviving Corporation. All property, rights, privileges, powers, franchises, immunities, and each and every other interest, including all patents, trademarks, licenses and registrations, of the Constituent Corporations shall be thereafter as effectually the property of the Surviving Corporation as they were of each of the Constituent Corporations, and the title to any real estate, whether vested by deed or otherwise, under the laws of the State of Delaware or any other state, in any of said Constituent Corporations, shall not revert or be in any way impaired by reason of said merger; but all rights

of creditors and all liens upon any property of any of said Constituent Corporations shall be preserved unimpaired, and all debts, liabilities, and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation. If, at any time, the Surviving Corporation shall deem or be advised that any further deeds, assignments, assurances in law or other acts or instruments are necessary or desirable to vest or confirm in the Surviving Corporation title to any of the property or assets of any Merging Corporation, then such Merging Corporation and its proper officers and directors, whose existence and authority shall continue notwithstanding said merger for such purpose only, shall execute and deliver such deeds or instruments and do all such acts and things as may be necessary and proper to vest or confirm title and/or the benefits thereof to such property or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan. No action or proceeding, whether civil, criminal or administrative, pending by or against any of the Constituent Corporations at the Effective Date shall abate or be discontinued by said merger, but may be enforced, prosecuted, settled or compromised as if said merger had not occurred, or the Surviving Corporation may be substituted in such action or proceeding.

3. The manner of converting the outstanding shares of the capital stock of each of the Constituent Corporations into the shares or other securities of the Surviving Corporation or other property shall be as follows:

(a) All shares of the capital stock of the Merging Corporation which shall be issued and outstanding just prior to the Effective Date shall, upon the Effective Date, be exchanged for or converted into an aggregate of one (1) share of the Common Stock; par value \$.01 per share, of the Surviving Corporation.

(b) All shares of the capital stock of the Surviving Corporation which shall be issued and outstanding just prior to the Effective Date shall, upon the Effective Date, remain issued and outstanding.

(c) After the Effective Date, each holder of an outstanding certificate representing existing shares of capital stock of the Merging Corporation shall surrender the same to the Surviving Corporation and each such holder shall be entitled upon such surrender to receive certificates for new shares of Common Stock of the Surviving Corporation on the basis provided above. Until so surrendered, the certificates representing outstanding shares of the stock of the Merging Corporation to be converted into the stock of the Surviving Corporation, as provided above, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation on the basis provided above as though said surrender and exchange had taken place.

4. The existence of the Surviving Corporation shall continue unaffected and unimpaired by the merger, with all of the rights, privileges, powers, franchises and immunities, and subject to all of the duties and liabilities, of a corporation organized under the Delaware Corporation Law. The certificate of incorporation of the Surviving Corporation, as heretofore amended and restated and as in effect just prior to the Effective Date, shall continue in full force and effect after the Effective Date as the certificate of incorporation of the Surviving Corporation. The by-laws of the Surviving Corporation, as heretofore amended and as in effect just prior to the Effective Date, shall continue in full force and effect after the Effective Date as the bylaws of the Surviving Corporation. The directors and officers of the Surviving Corporation in office on the Effective Date shall continue as the directors and officers of the Surviving Corporation for the term for which they were originally elected or until their respective successors shall have been duly elected and shall have qualified.

5. The aforesaid merger shall be effective for all purposes when filed with the Secretary of State of each of the Constituent Corporations (the "Effective Date").

6. At any time prior to the Effective Date, the proposed merger may be terminated or abandoned by the Board of Directors of any Constituent Corporation notwithstanding approval of said merger by the stockholders of the Constituent Corporation, subject to the provisions of applicable law governing said Constituent Corporation.

7. The Boards of Directors of the Constituent Corporations may amend this Plan at any time prior to the Effective Date, provided that an amendment made subsequent to the adoption of this Plan by the stockholders of any Constituent Corporation shall not, without the consent of such stockholders, effect any change which could not be effected under applicable law without their consent.

8. This Plan shall be submitted to the stockholders of each of the Constituent Corporations as provided by the applicable laws of the States of Florida and Delaware.

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