

Account Number Only

F96000000159

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

W96-287

300001684839

-01/10/96--01106--024

*****8.75 *****8.75

300001678359

-01/05/96--01002--004

*****70.00 *****70.00

TBC Palm Beach, Inc.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Name

☐ Certified Copy

☐ Photo Copies

☐ Fic. Name

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

1-4
4pm

PLEASE RETURN EXTRA COPIES
FILE STAMPED

300001684839

-01/10/96--01106--025

***6000.00 ***6000.00

Please call me
w/penalty amount.
Thank you -
Jamar
222-1092



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 4, 1996

CT CORP SYSTEM

SUBJECT: TBC PALM BEACH, INC.
Ref. Number: W9600000287

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 1:15

We have received your document for TBC PALM BEACH, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$6,000.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 896A00000510

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. TBC Palm Beach, 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. Massachusetts
(State or country under the law of which it is incorporated)
3. 04-3114845
(FEI number, if applicable)
4. 3/6/91
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 3/6/91
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o MacFarlane Partners, L.P.
444 Market Street, Suite 2100
San Francisco, CA 94111
(Current mailing address)
8. See Attachment 1
(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 obligations of my position as registered agent.

Naseem A. Conde
C T CORPORATION SYSTEM

(Registered agent's signature) (Officer)

NASEEM A. CONDE

SPECIAL ASST. SECRETARY

(Type Name and Title of Officer)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 1:15

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: See Attachment 2

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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. Ralph Huoy
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ralph E. Huoy, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 1:15

TBC Palm Beach, Inc.

Attachment 1

The Corporation is organized for the exclusive purposes of (i) acquiring real property and holding title to, and collecting income from, such property, (ii) remitting the entire amount of the income from such property (less expenses) to its stockholder, which is an organization described in Section 501(c)(25)(C) of the Internal Revenue Code of 1986, as amended (the "Code"), and (iii) engaging in any other activities not inconsistent with Section 501(c)(25) of the Code.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 1:15

TBC Palm Beach, Inc.

Attachment 2

<u>Officers/Directors</u>	<u>Title</u>	<u>Address</u>
Victor B. MacFarlane	President, Director	444 Market Street Suite 2100 San Francisco, CA 94111
Ralph E. Huey	Vice President, Treasurer, Clerk	444 Market Street Suite 2100 San Francisco, CA 94111
Keith K. Louie	Vice President, Assistant Treasurer	444 Market Street Suite 2100 San Francisco, CA 94111
Daniel J. Bradley	Vice President, Assistant Clerk	444 Market Street Suite 2100 San Francisco, CA 94111
Jill Hatton	Vice President, Assistant Clerk	444 Market Street Suite 2100 San Francisco, CA 94111
Lisa Mitchelson	Vice President, Assistant Clerk	444 Market Street Suite 2100 San Francisco, CA 94111

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 1:15



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts

Secretary of the Commonwealth

State House, Boston, Massachusetts 02133

December 4, 1995

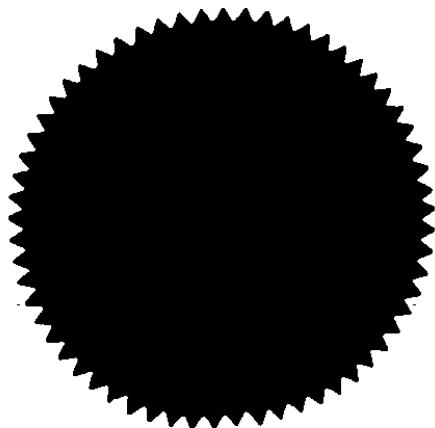
TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office

TBC Palm Beach, Inc.

is a domestic corporation organized on **March 6, 1991**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156B section 101 for said corporations dissolutions; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

* This is not a tax clearance. Certificates certifying that all taxes due and payable by the corporation have been paid or provided for are issued by the Department of Revenue.

JBM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -4 PM 1:15

1201 HAYS STREET
TALLAHASSEE, FL 32309-2607
904-222-9171
904-222-9171 FAX

800-342-8086



F96000000159

ACCOUNT NO. : 072100000032

REFERENCE : 054333 5029407

AUTHORIZATION : *Patricia Pyjuts*

COST LIMIT : \$ 35.00

ORDER DATE : August 14, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 054333

2000001 825.292

CUSTOMER NO: 5029407

CUSTOMER: Ms. Joyce S. Jaber
Ge Capital Investment Advisors
444 Market St.
Ste. 2100
San Francisco, CA 94111

CHANGE OF AGENT

NAME: TBC PALM BEACH, INC.

FILED
96 AUG 19 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

CONTACT PERSON: Danny G. Smith

RECEIVED
96 AUG 19 PM 12:05
DIVISION OF CORPORATION

8/19 gonz
R.A. Chang

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

1a. The name of the corporation is: TBC PALM BEACH, INC.

1201 Hays Street, Suite 105 Tallahassee, Florida 3230

SIGNATURE By: Vicki Schreiber
VICKI SCHREIBER (Registered Agent) ASST VICE PRESIDENT
DATE 8-16-91

1201 HAYS STREET
TALLAHASSEE, FL 32301-2608
904-222-XXXX
904-222-XXXX FAX

800-342-8086



F9600000159

RECEIVED
SEP -9 AM 9:56
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 077629 4323146

AUTHORIZATION : *Patricia Pizzit*

COST LIMIT : \$ 35.00

ORDER DATE : September 6, 1996

ORDER TIME : 8:57 AM

ORDER NO. : 077629

800001942038

CUSTOMER NO: 4323146

CUSTOMER: Carol Cox, Legal Assistant
Morrison & Foerster
345 California Street
California Center
San Francisco, CA 94104

FOREIGN FILINGS

NAME: TBC PALM BEACH INC

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

FILED
1996 SEP -9 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DANIEL LEGGETT

*Withd
DRG
9/11*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1996

CSC NETWORKS
DANIEL
TALLAHASSEE, FL

SUBJECT: TBC PALM BEACH, INC.
Ref. Number: F96000000159

RESUBMIT

Please give original
submission date as file date.

We have received your document for TBC PALM BEACH, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 496A00041883

RECEIVED
96 SEP 11 AM 11:50
DIVISION OF CORPORATION

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

TBC Palm Beach, Inc.

(Name of Corporation)

Massachusetts

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o Joyce Jaber, GE Capital Investment Advisors
444 Market Street, Suite 2100

(Mailing Address)

San Francisco, California 94111

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

Ralph E. Huey
Signature

SECRETARY

Title

Ralph E. Huey

Typed or printed name

9/5/96
Date

FILED
6 SEP -9 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA