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C 'I' CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

100001860471

-06/12/96--01125--005

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

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TALLAHASSEE, FLORIDA

River Hills Realty, Inc

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

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file

6/10/96

**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. River Hills 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. Applied For
(FEI number, if applicable)
4. June 5, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon filing this application.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))
7. 900 N. Michigan Avenue
Chicago, IL 60611
(Current mailing address)
8. To be the general partner of River Hills Realty, L.P.
(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: CT Corporation System
Office Address: 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.

Connie Bryan
(Registered agent's signature) (Officer)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(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 - See Attached List

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS - See Attached List

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

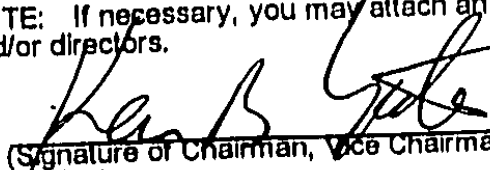
Address: _____

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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. Kevin B. Yates, Secretary
(Typed or printed name and capacity of person signing application) .

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**OFFICERS AND DIRECTORS LIST
OF
RIVER HILLS REALTY, INC.**

<u>Name</u>	<u>Office</u>	<u>Address</u>
Daniel A. Almers	Vice President	Century Springs East O.B. Roswell, GA 30328
Mark S. Ambach	Vice President	3995 Hunt Club Road Jacksonville, FL 32224
Patricia Andrews	Assistant Secretary	7900 Glades Road Ste. 200 Boca Raton, FL 33434
H. Rigel Barber	Vice President	900 N. Michigan Avenue Chicago, IL 60611
John Baric	Vice President/Asst. Secretary	7900 Glades Road Ste. 200 Boca Raton, FL 33434
Richard Bavec	Vice President	4316 New River Hills Prky. Valrico, FL 33594
Neil G. Bluhm	Vice President	900 N. Michigan Avenue Chicago, IL 60611
David L. Frame	Vice President	120 International Pkwy Ste. 200 Heathrow, FL 32746
Vivian Garcia	Assistant Treasurer	7900 Glades Road Ste. 200 Boca Raton, FL 33434
Jeffrey Gluskin	Vice President	900 N. Michigan Ave. Chicago, IL 60611
Judith Hattier	Assistant Secretary	7900 Glades Road Ste. 200 Boca Raton, FL 33434
Edward Hill	Vice President	1275 Lake Heathrow Lane Heathrow, FL 32746
Howard Kogen	Vice President	900 N. Michigan Avenue Chicago, IL 60611

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Richard Larsen	Vice President	1205 Weston Rd. Ft. Lauderdale, FL 32327
Mark D. Lassman	Vice President	7900 Glades Road Ste. 200 Boca Raton, FL 33434
Stephen A. Lovelette	Vice President/Treasurer	900 N. Michigan Avenue Chicago, IL 60611
Judd D. Malkin	Vice President	900 N. Michigan Avenue Chicago, IL 60611
Donald Mears	Vice President/Assistant Secretary	1200 Weston Rd. Ft. Lauderdale, FL 33326
James Motta	President	7900 Glades Road Ste. 200 Boca Raton, FL 33434
Gary Nickle	Vice President/Director	900 N. Michigan Avenue Chicago, IL 60611
Dennis M. Quinn	Vice President/Assistant Secretary	900 N. Michigan Avenue Chicago, IL 60611
Ira J. Schulman	Vice President	900 N. Michigan Avenue Chicago, IL 60611
Joan L. Weyer	Assistant Secretary	900 N. Michigan Avenue Chicago, IL 60611
Kevin B. Yates	Secretary/Assistant Vice President	900 N. Michigan Avenue Chicago, IL 60611

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RIVER HILLS 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 SIXTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

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AUTHENTICATION:
DATE:

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06-06-96