

F96000003105

Document Number Only

C T CORPORATION SYSTEM			
Requestor's Name			
660 East Jefferson Street			
Address			
Tallahassee, Florida 32301			
City	State	Zip	Phone
CORPORATION(S) NAME			

200001876792
-06/26/96--01113--015
****105.00 ****105.00

200001876792
-06/26/96--01113--015
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
86 JUN 19 PM 4:14
Paragon Residential Services, Inc.

- (2) Profit
() NonProfit
() Limited Liability Company
() Amendment
() Merger
() Mark
() Foreign
() Dissolution/Withdrawal
() Other
() Change of R.A.
() Fictitious Name
() Limited Partnership
() Annual Report
() Change of R.A.
() Reinstatement
() Reservation
() Fictitious Name
() Limited Liability Partnership
() Photo Copies
() CUS
() Certified Copy
() Call When Ready
() Call if Problem
() After 4:30
() Walk In
() Will Wait
() Pick Up
() Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

6/19/96

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. Paragon Residential Services, 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 10, 1996

(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 817.156, F.S.))

7. 7557 Rambler Road, Suite 1200, Dallas, Texas 75231

(Current mailing address)

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8. Acquire, hold, own, operate, lease, manage, maintain and sell multifamily residential office, retail and industrial properties

(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

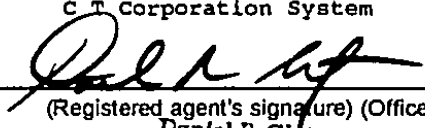
Plantation, Florida, 33324

(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


(Registered agent's signature) (Officer)

Daniel R. Glatz

Ass't Vice President

(Type Name and Title of Officer)

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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. Lynn T. Caldwell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Lynn T. Caldwell, vice President
(Typed or printed name and capacity of person signing application)

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

**Directors of
Paragon Residential Services, Inc.**

1. Jerry Bonner
7557 Rambler Road, Suite 1200
Dallas, Texas 75231
2. William R. Cooper
7557 Rambler Road, Suite 1200
Dallas, Texas 75231
3. Lynn T. Caldwell
7557 Rambler Road, Suite 1200
Dallas, Texas 75231

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Appendix to Florida
Application by Fgn. Corp. for Authorizallon to Transact Business In Florida

**Officers of
Paragon Residential Services, Inc.**

1. Jerry Bonner, Secretary and Treasurer
7557 Rambler Road, Suite 1200
Dallas, Texas 75231
2. Lynn T. Caldwell, Vice President
7557 Rambler Road, Suite 1200
Dallas, Texas 75231
3. Robert H. Gidel, President
7557 Rambler Road, Suite 1200
Dallas, Texas 75231
4. Thomas D. Ferguson, Vice President
7557 Rambler Road, Suite 1200
Dallas, Texas 75231

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 19 PM 4:14

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARAGON RESIDENTIAL SERVICES, 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 EIGHTEENTH DAY OF JUNE, A.D. 1996.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 19 PM 4:14




Edward J. Freel, Secretary of State

2632512 8300

960177420

AUTHENTICATION:

DATE:

7990706

06-18-96

CONTACT

OFFICE USE ONLY (Document #)

590611

F96000003105

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Paragon Residential Services to 900002195109--1
 (Corporation Name) (Document #)
 -05/29/97--01069--020
 *****35.00 *****35.00

2 Camden Residential Services
 (Corporation Name) (Document #)

3 RUSH
 (Corporation Name) (Document #)

4 _____
 (Corporation Name) (Document #)

☒ Walk In☐ Pick Up Time☐ Mail Out☐ Will Wait☐ Photocopy☐ Certified Copy☐ Certificate of Status☐ Certificate of Good Standing☐ ARTICLES ONLY☐ ALL CHARTER DOCS☐ Certificate of FICTITIOUS NAME☐ FICTITIOUS NAME SEARCH☐ CORP SEARCH

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	*Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement <u>3</u>
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 97 MAY 29 PM 3:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

HOLD FOR
 PICKUP BY
 UCC SERVICES

Examiner's Initials

5129
 Jon
 name
 change

RECEIVED
 97 MAY 29 PM 3:53
 DIVISION OF CORPORATION

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(Pursuant to Section 607.1504, F.S.)

FILED
MAY 29 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SECTION I

1. The name of the corporation (the "Corporation") as it appears on the records of the Department of State of Florida:

Paragon Residential Services, Inc.

2. The Corporation is incorporated under the laws of the State of Delaware.
3. The date the Corporation was authorized to do business in Florida was June 19, 1996 and was assigned document number F96000003105 at such time.

SECTION II

4. This amendment changes the name of the Corporation, and said name change was effected under the laws of Delaware, its jurisdiction of incorporation, on April 30, 1997.
5. The name of the Corporation after the amendment will be:

CAMDEN RESIDENTIAL SERVICES, INC.

CAMDEN RESIDENTIAL SERVICES, INC.

By: Elizabeth Pringle Johnson
Elizabeth Pringle Johnson
Senior Vice President

Date: May 27, 1997.

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "PARAGON RESIDENTIAL SERVICES, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "CAMDEN RESIDENTIAL SERVICES, INC.", THE THIRTIETH DAY OF APRIL, A.D. 1997, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

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.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2632512 8320

971172576

AUTHENTICATION:

DATE:

8483084

05-28-97

★
CAPITOL CORPORATE SERVICES, INC.

F96000003105

July 2, 1997

FLORIDA DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, FL 32314

000002291850--5
-07/07/97--01157--002
*****35.00 *****35.00

Attn: Corporate Filing Dept.

Re: **CAMDEN RESIDENTIAL SERVICES, INC.**

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 1289 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Delanie Lundgren

Delanie Lundgren

enclosures

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97 JUL - 7 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
7/10

R.A. Change

Florida Department of State, Jim Smith, Secretary of State

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

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Delaware submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
CAMDEN RESIDENTIAL SERVICES, INC.

1b. Date of incorporation: June 19, 1996 Document number 996000003105

2. The name and address of the current registered agent and office:
C T Corporation System

1200 South Pine Island Road, Plantation, Fl 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

CAMDEN RESIDENTIAL SERVICES, INC.

BY: EP Johnson
SIGNATURE

Elizabeth Pringle Johnson
* Senior Vice President

Typed or printed name and title

July 1, 1997

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: Deanne Lundgren, asst sec
(Registered Agent)

DATE 7-2-97