

F96000006168

REEDY & BROWN
A LAW FIRM (INCLUDING PROFESSIONAL CORPORATION)
125 23RD STREET, N.W.
WASHINGTON, D.C. 20037

(202) 973-7700

FAX: (202) 973-7750

BOSTON, MA.
(617) 345-1000
MANCHESTER, N.H.
(603) 628-4000
PROVIDENCE, R.I.
(401) 454-1000

WRITER'S DIRECT DIAL NUMBER

(202) 973-7824

November 21, 1996

VIA FEDERAL EXPRESS

Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

800002015738--6
-11/27/96--01037--014
*****70.00 *****70.00

Attn: Freta Lott-Qualifications Section

RE: CAPREIT of Westwood Pines, Inc.
Application for Qualification to Transact Business in Florida

Dear Ms. Lott:

Enclosed please find an original and two copies of a revised Application by Foreign Corporation for Authorization to Transact Business in Florida for filing on behalf of the above corporation. You should already have the original Good Standing Certificate and the check in the amount of \$70 to cover the cost of filing fees in your possession.

Please file the Application and return a file-stamped copy to our office as evidence of filing using the enclosed FedEx package for your convenience.

Thank you for your cooperation in this matter. Please call if you have any questions.

Sincerely,

Millie M. Hopes

Millie M. Hopes
Legal Assistant

Enclosures

cc: Justine E. Wilcox, Esq.
Jennifer S. Irwin, Esq.
Bruce Bershtein
Richard L. Kadish

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 25 AM 10:47

FILED

WAS: 18132_1

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
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. CAPREIT of Westwood Pines, Inc., a Maryland corporation
(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. Maryland 3. n/a
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 15, 1996 5. Perpetual
(Date of Incorporation) (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 817.155, F.S.))
7. 11200 Rockville Pike
Rockville, MD 20852
(Current mailing address)
8. To acquire, own and hold a partner interest in, and to serve as the
General Partner of a limited partnership known as CAPREIT Westwood Pines
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
Limited Partnership, and to engage in any lawful activity under Florida statute.
9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301

FILED
96 NOV 25 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(26 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.

Corporation Service Company

By: Anthony L. Johnson, Asst. Sec.
(Registered agent's signature)
Anthony L. Johnson, Asst., Sec.

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

Director
~~Chairman~~: Richard L. Kadish
Address: 11200 Rockville Pike
Rockville, MD 20852

Director
~~Vice Chairman~~: Bruce A. Esposito
Address: 11200 Rockville Pike
Rockville, MD 20852

Director: Andrew L. Stidd
Address: 11200 Rockville Pike
Rockville, MD 20852

Director: _____
Address: _____

B. OFFICERS

President: See Attached "Exhibit A"
Address: 11200 Rockville Pike
Rockville, MD 20852

Vice President: See Attached "Exhibit A"
Address: 11200 Rockville Pike
Rockville, MD 20852

Secretary: See Attached "Exhibit A"
Address: 11200 Rockville Pike
Rockville, MD 20852

Treasurer: See Attached "Exhibit A"
Address: 11200 Rockville Pike
Rockville, MD 20852

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 25 AM 10:47

FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Rick J. Band Vice President 11/21/96
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)
14. Rick J. Band, Vice President
(Typed or printed name and capacity of person signing application)

EXHIBIT A

<u>NAME</u>	<u>TITLE</u>
Richard L. Kadish	President/Chief Executive Officer
Bruce A. Esposito	Chief Financial Officer/Senior Vice President
Peter L. Donohoe	Vice President
Ernest L. Hoymann	Senior Vice President/Secretary
Jeffrey A. Goldshine	Senior Vice President/Secretary
Sandra L. Becker	Vice President
Olaf H. Fagerli	Controller/Vice President/Assistant Secretary
Stephanie J. Smock	Controller/Vice President
Rick J. Band	Vice President
David R. Schattenberg	Vice President
Charles W. Stanton	Assistant Vice President
Peter S. Szweg	Assistant Vice President
Andrew J. Levy	Assistant Secretary
Linda M. Dorgan	Assistant Secretary
Kathleen S. Devaney	Assistant Secretary
Gail L. Levens	Assistant Secretary
Carol A. Yates	Assistant Vice President
Debra K. Walker	Assistant Vice President
Lindy N. Harvey	Assistant Secretary
Debra D. Yogodzinski	Assistant Secretary
Justine E. Wilcox	Assistant Secretary
Jennifer S. Irwin	Assistant Secretary
Bruce E. Bershtein	Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 25 AM 10:47

FILED

STATE OF MARYLAND

487215

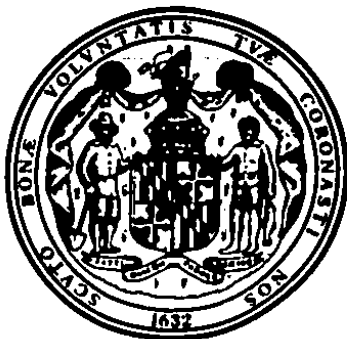
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, LEAH HAMM-CURRY OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT CAPREIT OF WESTWOOD PINES, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

FILED
96 NOV 25 AM 10:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 15TH DAY OF NOVEMBER, 1996.

Leah Hamm-Curry
LEAH HAMM-CURRY
OFFICE SUPERVISOR II