

# F96000006211

Document Number Only

**CI CORPORATION SYSTEM**

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

**CORPORATION(S) NAME**

Highwoods Realty GP Corp.

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# 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. HIGHWOODS REALTY GP CORP.  
(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. 56-1993387  
(FEI number, if applicable)

4. August 28, 1996 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. SEPTEMBER 23, 1996  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.156, F.S.))

7. 3100 SMOKEYTREE CT, SUITE 600  
RALEIGH, NC 27604  
(Current mailing address)

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8. TO SERVE AS GENERAL PARTNER OF A LIMITED PARTNERSHIP THAT SERVES AS THE GENERAL PARTNER OF A LIMITED PARTNERSHIP TRANSACTING BUSINESS IN FLORIDA.  
(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

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

(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: RONALD P. GIBSON  
Address: 3100 SMOULTRIE CT, SUITE 600  
RALEIGH, NC 27604

Vice Chairman: WILLIAM T. WILSON, III  
Address: SAME

Director: WILLIAM E. GRAHAM, JR.  
Address: SAME

Director: N/A  
Address: \_\_\_\_\_

B. OFFICERS

President: RONALD P. GIBSON  
Address: SAME

Vice President: WILLIAM T. WILSON, III  
Address: SAME


Secretary: EDWARD J. FRITZCH  
Address: SAME

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Treasurer: CARLMAN J. LIUZZO

Address: SAME

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. CARLMAN J. LIUZZO, TREASURER AND CHIEF FINANCIAL OFFICER  
(Typed or printed name and capacity of person signing application)

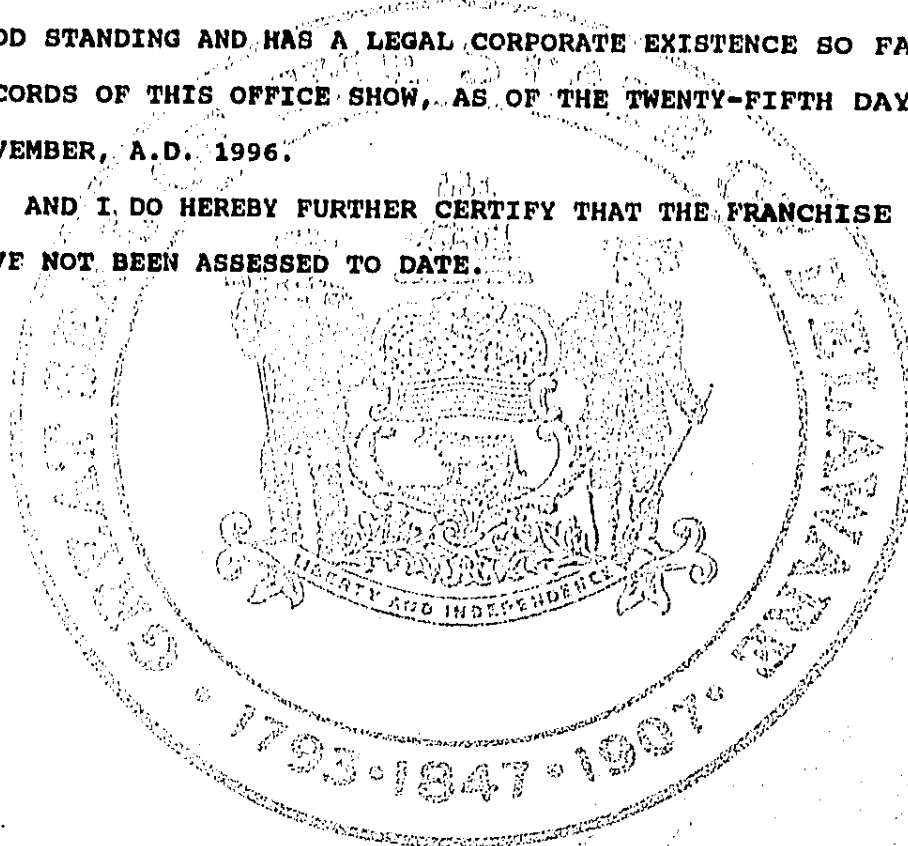
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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGHWOODS REALTY GP CORP." 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 TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1996.

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



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DIVISION OF CORPORATIONS  
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*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

8208689

11-25-96