

F98000000158



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 641581 11758A

AUTHORIZATION

Patricia P. Pitt

COST LIMIT : \$ 140.00

ORDER DATE : December 18, 1997

ORDER TIME : 4:48 PM

ORDER NO. : 641581-060

CUSTOMER NO.: 11758A

100002396301--9

CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Curtis Cross Laystrom
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

FOREIGN FILINGS

NAME: AMERICAN APARTMENT
COMMUNITIES HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

RECEIVED
98 JAN 12 AM 8:36
DIVISION OF CORPORATION
FILED
98 JAN 12 AM 9:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS
WR
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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. AMERICAN APARTMENT COMMUNITIES HOLDINGS, INC.
 (Name of corporation: the word "INCORPORATED," "COMPANY," or "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. DECEMBER 22, 1997 4. PERPETUAL
 (Date of Incorporation) (Duration)

5. APPLIED FOR
 (Federal Employer Identification number, if applicable)

6. JANUARY 1, 1998
 (Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 1177 S.E. THIRD AVENUE, FT. LAUDERDALE, 33316
 (Current mailing address)

8. REAL ESTATE INVESTMENTS
 (Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: JAMES H. CALLARD, CHAIRMAN
 Address: 21 W. BROAD STREET, 11th FLOOR, COLUMBUS, OHIO 43215

Vice Chairman: RICHARD A. SCHECHTER
 Address: 2439 APPALOOSA TRAIL
WELLINGTON, FL 33414

Director: GEORGE R. NICKERSON
 Address: 21 W. BROAD STREET, 11th FLOOR
COLUMBUS, OHIO 43215

Director: KRISTEN KLINGBEIL-WEIS
 Address: 21 W. BROAD STREET, 11th FLOOR
COLUMBUS, OHIO 43215

Director: SHEILA MEAD
2439 APPALOOSA TRAIL
WELLINGTON, FL 33414

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B. Officers:President: JAMES H. CALLARDAddress: 21 W. BROAD STREET, 11th FLOOR
COLUMBUS, OHIO 43215Vice President: GEORGE R. NICKERSONSHEILA MEADAddress: 21 W. BROAD STREET, 11th FLOOR2439 APPALOOSA TRAILCOLUMBUS, OHIO 43215WELLINGTON, FL 33414Secretary: GEORGE R. NICKERSONAddress: 21 W. BROAD STREET, 11th FLOORCOLUMBUS, OHIO 43215VICE-PRES./Treasurer: RICHARD A. SCHECHTERAddress: 2439 APPALOOSA TRAILWELLINGTON, FL 33414FILED
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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:Name: JEFFREY S. WACHS, ESQUIREOffice Address: 1177 S.E. THIRD AVENUEFT. LAUDERDALEFlorida33316

Zip Code


11. 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.

Registered agent's signature: 

JEFFREY S. WACHS

12. 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.

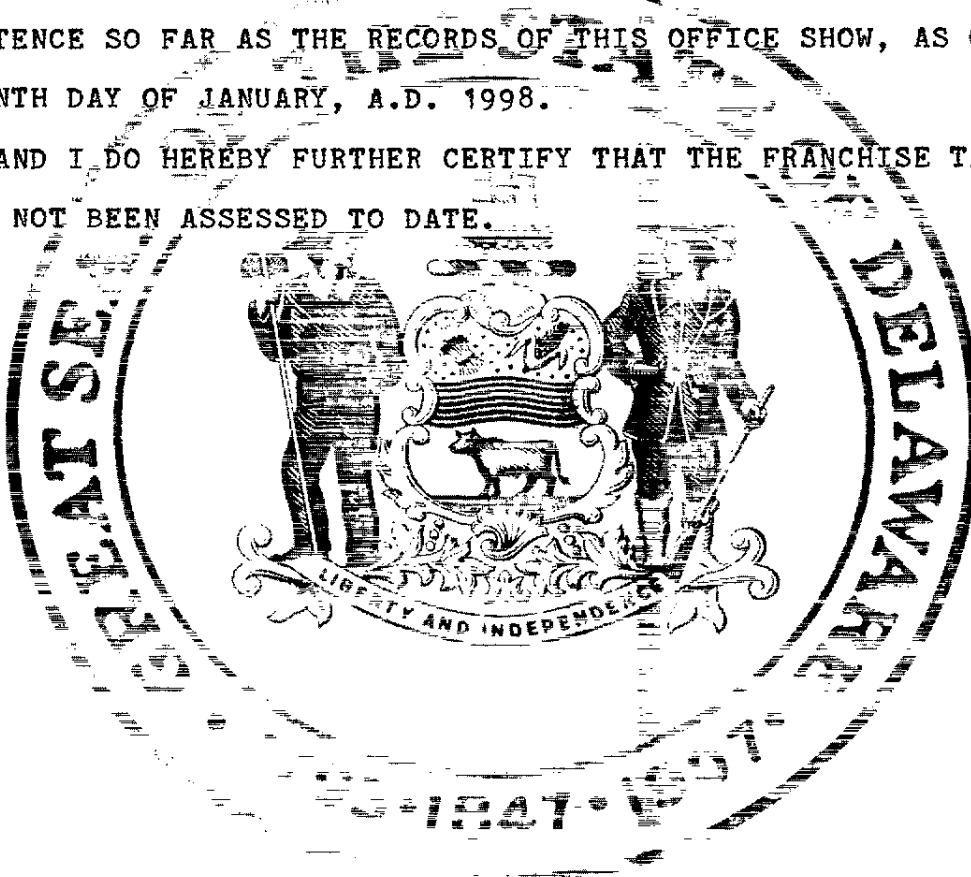
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. RICHARD A. SCHECHTER, Vice President
(Name and capacity of person signing application)

*State of Delaware**Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN APARTMENT COMMUNITIES HOLDINGS, 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 SEVENTH DAY OF JANUARY, A.D. 1998.

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



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 12 AM 9:45



Edward J. Freel, Secretary of State

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AUTHENTICATION:

8851849

DATE:

01-07-98