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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

200002423832--9

02/06/98 01002-018
*****70.00 *****70.00

Walden South Pointe GP, Inc.

☒ Profit

☐ NonProfit

☐ Limited Liability Co.

☒ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

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☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

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FEB 06 1998

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File 1st

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO 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. Walden South Pointe GP, 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. January 29, 1998

(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. 5400 LBJ Freeway, Suite 400, Dallas, Texas 75240

(Current mailing address)

8. Solely to act as general partner of Walden South Pointe, 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: 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

Donnie Bryan
(Registered agent's signature) (Officer)

DONNIE BRYAN

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

(FL - 2189 - 11/16/94)

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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

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

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. _____

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

MARK S. DILLINGER**EXECUTIVE VICE PRESIDENT**

14. _____

(Typed or printed name and capacity of person signing application)

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Director and Officer Names and Addresses

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
Director	Marshall B. Edwards	5400 LBJ Freeway, Suite 400, Dallas, Texas 75240
Director	Mark S. Dillinger	5400 LBJ Freeway, Suite 400, Dallas, Texas 75240
President	Marshall B. Edwards	5400 LBJ Freeway, Suite 400, Dallas, Texas 75240
Executive Vice President and Treasurer	Mark S. Dillinger	5400 LBJ Freeway, Suite 400, Dallas, Texas 75240
Secretary	Edward H. Hatzenbuehler	5400 LBJ Freeway, Suite 400, Dallas, Texas 75240

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WALDEN SOUTH POINTE GP, 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 FIFTH DAY OF FEBRUARY, A.D. 1998.

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



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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02-05-98

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