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F98000002302

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002496790-3
-04/22/98-01066-019
*****70.00 *****70.00

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ALT Georgetown, Inc.

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanie

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. ART Georgetown, 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. Nevada
(State or country under the law of which it is incorporated)
3. Applied for
(FEI number, if applicable)
4. February 9, 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. 10670 North Central Expressway, Suite 600, Dallas, Texas 75231
(Current mailing address)
8. See attached purpose clause
(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

Randy A. Shelley

(Registered agent's signature) (Officer)

RANDY A. SHELLEY

SPECIAL ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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: _____

Treasurer: _____

Address: _____

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

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

14. Cheryl Weaver, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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Appendix to Florida

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

**PURPOSE CLAUSE OF
ART GEORGETOWN, INC.**

The Corporation's business and purpose shall consist solely of the following:

(i) to acquire a general partnership interest in and act as the general partner of IS II Georgetown Associates, Ltd. (the "Partnership"), which is engaged solely in the ownership, operation and management of the real estate project known as Georgetown Apartments, located in Bay County, Florida (the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Partnership's Limited Partnership Agreement; and

(ii) to engage in such other lawful activities permitted to corporations by the State of Florida and the General Corporation Law of the State of Nevada as are incidental, necessary or appropriate to the foregoing.

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ART GEORGETOWN, INC.

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

LIST OF DIRECTORS AND OFFICERS

<u>NAME/ADDRESS</u>	<u>OFFICE HELD</u>
Randall M. Paulson 10670 North Central Expressway Suite 600 Dallas, TX 75231	President
D. Brian Barton 10670 North Central Expressway Suite 600 Dallas, TX 75231	Vice President
James D. Canon, III 10670 North Central Expressway Suite 600 Dallas, TX 75231	Vice President
Bruce A. Endendyk 10670 North Central Expressway Suite 600 Dallas, TX 75231	Vice President
Thomas A. Holland 10670 North Central Expressway Suite 600 Dallas, TX 75231	Vice President
Stewart N. Welch 10670 North Central Expressway Suite 600 Dallas, TX 75231	Vice President
Robert A. Waldman 10670 North Central Expressway Suite 600 Dallas, TX 75231	Secretary
Drew D. Potera 10670 North Central Expressway Suite 600 Dallas, TX 75231	Treasurer
Cheryl Weaver 10670 North Central Expressway Suite 600 Dallas, TX 75231	Assistant Secretary

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ART GEORGETOWN, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since February 9, 1998, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on April 17, 1998.



By

Dean Heller
Secretary of State

Reguelene Perry
Certification Clerk