

F98000003220



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845213 4348748

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 122.50

ORDER DATE : June 5, 1998

ORDER TIME : 3:01 PM

ORDER NO. : 845213-005

CUSTOMER NO: 4348748

CUSTOMER: Ms. Peggy Brown
Trammell Crow Residential
Suite 1200 Lock Box 128
717 North Harwood
Dallas, TX 75201

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 JUN -8 PM 1:46

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FOREIGN FILINGS

wa8-13046

NAME: TC RESIDENTIAL FLORIDA I, INC.

no conflict w/
H80029 - same
officers

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Stacy L Earnest

DEPT. OF STATE
OVERSEAS DIVISION
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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98 JUN -8 PM 1:06
DIVISION OF CORPORATION

June 8, 1998

CSC
ATTN: STACY L. EARNEST

SUBJECT: TC RESIDENTIAL FLORIDA I, INC.
Ref. Number: W98000013046

RESUBMIT

Please give original
submission date as file date.

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

Please specify which address you would like us to use for line 7.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 398A00032074

**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. TC RESIDENTIAL FLORIDA I, 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. Texas
(State or country under the law of which it is incorporated)
3. 75-2766134
(FEI number, if applicable)
4. June 3, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. _____
(Date of filing)
7. 717 North Harwood, Suite 1200
Dallas, Texas 75201
(Current mailing address)
REAL ESTATE DEVELOPMENT
8. _____
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

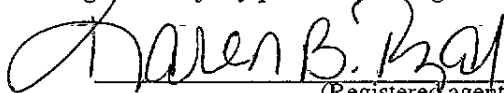
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip 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.



Karen B. Rozar, As Its Agent
(Registered agent's signature)

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.

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TALLAHASSEE FLORIDA

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

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

14. PEGGY E. Brown, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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**DIRECTORS AND OFFICERS OF
TC RESIDENTIAL FLORIDA I, INC.**

DIRECTORS:

| | |
|-----------------------|---|
| Douglas A. Hoeksema | 541 South Orlando Ave. Suite 210 Maitland, FL 32751 |
| Harlan R. Crow | 2001 Ross Avenue, #3200 Dallas, TX 75201 |
| J. Ronald Terwilliger | 2859 Paces Ferry Road, #1400 Atlanta, GA 30339 |

OFFICERS:

| | |
|---|---|
| Douglas A. Hoeksema President | 541 South Orlando Ave. Suite 210 Maitland, FL 32751 |
| Harlan R. Crow Vice President | 2001 Ross Avenue, #3200 Dallas, TX 75201 |
| J. Ronald Terwilliger Vice President | 2850 Paces Ferry Road, #1400 Atlanta, GA 30339 |
| Thomas J. Patterson Vice President | 717 N. Harwood, Suite 1200, LB128 Dallas, TX 75201 |
| Randy J. Pace Vice President/Secretary/Treasurer | 717 N. Harwood, Suite 1200 Dallas, TX 75201 |
| Lee Ann Shamblin Assistant Secretary | 717 N. Harwood, Suite 1200, LB128 Dallas, TX 75201 |
| Peggy E. Brown Assistant Secretary | 717 N. Harwood, Suite 1200, LB128 Dallas, TX 75201 |
| Laura E. Hopkins Assistant Secretary | 717 N. Harwood, Suite 1200, LB128 Dallas, TX 75201 |
| Joan C. Zanowick Assistant Secretary | 541 South Orlando Ave. Suite 210 Maitland, FL 32751 |

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SECRETARY OF STATE
FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TC RESIDENTIAL FLORIDA I, INC.
File No. 1492754-0

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TALLAHASSEE FLORIDA

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 3, 1998.*

DLM

Alberto R. Gonzales
Secretary of State