

F98000004773



ACCOUNT NO. : 072100000032

REFERENCE : 933113 4348748

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

ORDER DATE : August 19, 1998

ORDER TIME : 10:35 AM

ORDER NO. : 933113-015

CUSTOMER NO: 4348748

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

800002622028--7

FOREIGN FILINGS

NAME: TCR FORT CLARKE I, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ~~Tamara Odem~~

Jeanine Reynolds

8/21/98

FILED
98 AUG 21 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 21 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. TCR FORT CLARKE 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 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 19, 1998 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. DATE OF FILING
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 717 N. HARWOOD, #1200, LB128; DALLAS, TX 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, 32309
(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.

By: Corporation Service Company

(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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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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SECRETARY OF STATE

DIRECTORS AND OFFICERS OF
TCR FORT CHARLES I, INC.

DIRECTORS:

Harlan R. Crow

2001 Ross Avenue,
Suite 3200
Dallas, TX 75201

Douglas A. Hoeksema

541 South Orlando Ave.
Suite 210
Maitland, FL 32751

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

Michael Collins
Vice President

1810 Gateway Dr.
Suite #100
San Mateo, CA 94404

Lee Ann Shamblin
Vice President/Assistant Secretary

717 N. Harwood,
Suite 1200, LB128
Dallas, TX 75201

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/Assistant Treasurer

717 N. Harwood, Suite 1200, LB128
Dallas, TX 75201

Randy J. Pace
Vice President/Secretary/Treasurer

717 N. Harwood, Suite 1200
Dallas, TX 75201

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TALLAHASSEE, FLORIDA

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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



The State of Texas

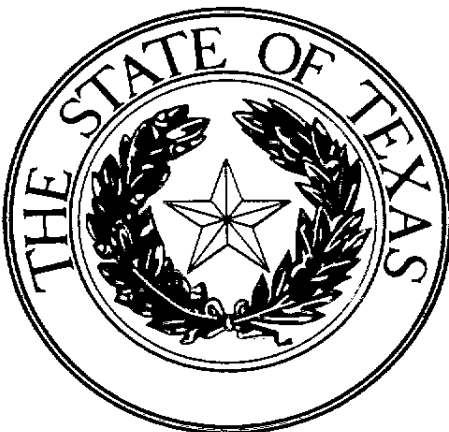
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR FORT CLARKE I, INC.
File No. 1052228

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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 August 20, 1998.*

Alberto R. Gonzales
Secretary of State

BAM