



ACCOUNT NO. : 072100000032

REFERENCE : 122821 4304394

AUTHORIZATION :

COST LIMIT :

\$ 70.00

ORDER DATE : February 3, 1999

ORDER TIME : 10:04 AM

ORDER NO. : 122821-005

CUSTOMER NO: 4304394

CUSTOMER: Carrie Richards, Legal Asst  
Mayer, Brown & Platt  
190 South La Salle St.  
31st Floor  
Chicago, IL 60603

000002767420--9

FOREIGN FILINGS

NAME: AMERITON PROPERTIES  
INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

99 FEB -8 AM 11:17

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DIVISION OF CORPORATIONS

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99 FEB -8 AM 10:45  
DIVISION OF CORPORATION

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**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. AMERITON PROPERTIES INCORPORATED  
(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. Maryland 3. 74-2726581  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 10, 1998 5. Perpetual  
(Date of Incorporation) (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 817.155, F.S.))

7. 7670 South Chester Street, Suite 100, Englewood, CO 80112

(Current mailing address)

8. Any and all for which foreign corporations may be qualified.  
(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.*

Corporation Service Company

By: Mia D. Wintersmith  
(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: SEE ATTACHED LIST

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: SEE ATTACHED LIST

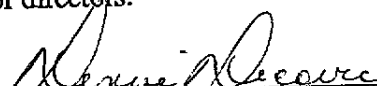
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

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)

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

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**Directors of AMERITON Properties Incorporated**

<u>Name</u>	<u>Business Address</u>
Steven F. Dichter	125 Lincoln Ave., Suite 300, Santa Fe, NM 87501
Walter M. Mischer, Jr.	2727 North Loop West, Suite 200, Houston, TX 77008
R. Scot Sellers	7670 S. Chester Street, Suite 100, Englewood, CO 80112
William M. Wheless, III	2001 Kirby Drive, Suite 514, Houston, TX 77019

**Officers of AMERITON Properties Incorporated**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
R. Scot Sellers	Executive Director and Secretary	7670 S. Chester St., Ste. 100, Englewood, CO 80112
Joseph G. DiCristina	Executive Director	7670 S. Chester St., Ste. 100, Englewood, CO 80112
Caroline Brower	Executive Director, President and Senior Vice President	7670 S. Chester St., Ste. 100, Englewood, CO 80112
John E. Biallas	Vice President	7670 S. Chester St., Ste. 100, Englewood, CO 80112
Kevin M. Hampton	Vice President	7670 S. Chester St., Ste. 100, Englewood, CO 80112
Timothy R. Welsh	Vice President	7670 S. Chester St., Ste. 100, Englewood, CO 80112
William Kell	Assistant Controller	7777 Market Center Ave., El Paso, TX 79912
Denise Decovic	Assistant Secretary	125 Lincoln Ave., Suite 300, Santa Fe, NM 87501
Susan M. McConville	Assistant Secretary	7670 S. Chester St., Ste. 100, Englewood, CO 80112
Kimberly Yawn	Assistant Secretary	7670 S. Chester St., Ste. 100, Englewood, CO 80112

# STATE OF MARYLAND

701330

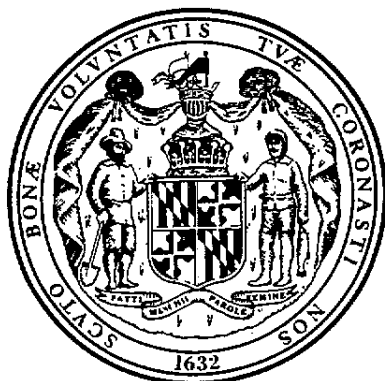
## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, BETTY CHASE OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT AMERITON PROPERTIES INCORPORATED IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 4TH DAY OF FEBRUARY, 1999.

*Betty Chase*  
BETTY CHASE  
CHARTER DIVISION