

F99000002387



ACCOUNT NO. : 072100000032

REFERENCE : 232787 4348748

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 1999

ORDER TIME : 11:19 AM

ORDER NO. : 232787-005

100002869391-8

CUSTOMER NO: 4348748

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

RECEIVED

99 MAY 10 PM 12:14

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: TCR N.F. MULTI-FAMILY II,
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 Odom

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 10 PM 1:53

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05/10/99

**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 N.F. MULTI-FAMILY II, 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. 75-2817982
(FEI number, if applicable)
4. May 7, 1999
(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 817.155, F.S.))
7. 717 N. Harwood, Suite 1200, LB128, Dallas, TX 75201
(Current mailing address)
8. Real estate development
(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: Michael J. P. Asst Vice President
(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: _____

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TALLAHASSEE, FLORIDA

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

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

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

DIRECTORS AND OFFICERS OF
TCR N.E. MULTI-FAMILY II, INC.

DIRECTORS:

J. Ronald Terwilliger

2859 Paces Ferry Road, Ste 1100
Atlanta, GA 30339

Harlan R. Crow

2001 Ross Avenue, Ste 3200
Dallas, TX 75201

Douglas A. Hoeksema

541 S. Orlando Avenue, #210
Maitland, FL 32751

OFFICERS:

Douglas A. Hoeksema
President

541 S. Orlando Avenue, #210
Maitland, FL 32751

Michael Collins
Vice President

1810 Gateway Drive, #100
San Mateo, CA 94404

Harlan R. Crow
Vice President

2001 Ross Avenue, Ste 3200
Dallas, TX 75201

J. Ronald Terwilliger
Vice President

2859 Paces Ferry Road, Ste 1100
Atlanta, GA 30339

Randy J. Pace
Vice President, Secretary, Treasurer

717 N. Harwood, Ste 1200
Dallas, TX 75201

Thomas J. Patterson
Vice President, Assistant Treasurer

717 N. Harwood, Ste 1200
Dallas, TX 75201

Joan Zanowick
Assistant Secretary

541 S. Orlando Avenue, #210
Maitland, FL 32751

Laura Hopkins
Assistant Secretary

717 N. Harwood, Ste 1200
Dallas, TX 75201

Lee Ann Shamblin
Assistant Secretary

717 N. Harwood, Ste 1200
Dallas, TX 75201

Peggy E. Brown
Assistant Secretary

717 N. Harwood, Ste 1200
Dallas, TX 75201

Faye Thetford
Assistant Secretary

717 N. Harwood, Ste 1200
Dallas, TX 75201

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TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR N.F. MULTI-FAMILY II, INC.
File No. 1534547-00

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*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 May 7, 1999.*



Elton Bomer
Secretary of State

PH