

F99000002975



ACCOUNT NO. : 072100000032

REFERENCE : 265770 4348748

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : June 7, 1999

ORDER TIME : 3:14 PM

ORDER NO. : 265770-005

CUSTOMER NO: 4348748

500002898835--5

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

W99-13415

FOREIGN FILINGS

NAME: TCR BV PLACE 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: Jeanine Reynolds

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DIVISION OF CORPORATIONS
99 JUN -8 PM 1:32

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99 JUN -8 PM 4:48
STATEMENT OF
OFFICE OF SECRETARY OF
TALLAHASSEE

AL JUN 10 1999

AL JUN 10 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 9, 1999

CSC

SUBJECT: TCR BV PLACE II, INC.
Ref. Number: W99000013415

RESUBMIT
Please give original
submission date as file date.

We have received your document for TCR BV PLACE II, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being retained for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 499A00031110

PAID
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: TCR BV PLACE II, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

PEGGY E. BROWN, ASSISTANT SECRETARY
(Name of Person)

TCR BV PLACE II, INC.
(Firm/Company)

717 N. HARWOOD, #1200
(Address)

DALLAS, TX 75201
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

PEGGY E. BROWN at (214) 922-8400
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|

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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. TCR BV PLACE 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. APPLIED FOR
(FEI number, if applicable)
4. JUNE 7, 1999
(Date of incorporation)
5. PERPETUAL
(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; 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 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: Laura R. Duran
(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.

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

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DIVISION
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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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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)

DIRECTORS AND OFFICERS OF
TCR BV PLACE II, INC.

DIRECTORS:

Douglas A. Hoeksema	541 South Orlando Avenue Suite #210 Maitland, FL 32751
Harlan R. Crow	2001 Ross Avenue, Suite 3200 Dallas, TX 75201
J. Ronald Terwilliger	2859 Paces Ferry Road, Suite 1100 Atlanta, GA 30339

OFFICERS:

Douglas A. Hoeksema President	541 S. Orlando Avenue Suite 210 Maitland, FL 32751
J. Ronald Terwilliger President	2859 Paces Ferry Road Suite 1100 Atlanta, GA 30339
Michael Collins Vice President	1810 Gateway Dr. Suite #100 San Mateo, CA 94404
Harlan R. Crow Vice President	2001 Ross Avenue, #3200 Suite 3200 Dallas, TX 75201
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, LB128 Dallas, TX 75201

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Joan Zanowick
Assistant Secretary

541 South Orlando Avenue
Suite 210
Maitland, FL 32751

Peggy E. Brown
Assistant Secretary

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

Laura Hopkins
Assistant Secretary

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

Lee Ann Shamblin
Assistant Secretary

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

Faye Thetford
Assistant Secretary

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

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TCR BV PLACE II, INC.
File No. 01538049-00

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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*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 8, 1999.*



Elton Bomer
Secretary of State

MAC