

F99000003173



ACCOUNT NO. : 072100000032

REFERENCE : 277411 4331602

AUTHORIZATION :

*Patricia Piggitt*

COST LIMIT : \$ 70.00

ORDER DATE : June 16, 1999

ORDER TIME : 11:07 AM

ORDER NO. : 277411-005

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CUSTOMER NO: 4331602

CUSTOMER: Cindy Malone, Legal Assistant  
Munsch Hardt Kopf & Harr, P.C.  
4000 Fountain Place  
1445 Ross Avenue  
Dallas, TX 75202-2790

FOREIGN FILINGS

NAME: HG RETIREMENT I GENPAR, 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: Angie Glisar

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

AL JUN 21 1999

**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. HG RETIREMENT I GENPAR, 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. 5/27/99  
(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. 2200 Ross Avenue, Suite 4200 West  
Dallas, Texas 75201  
(Current mailing address)
8. SEE ATTACHED EXHIBIT "A"  
(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: Richard J. Milos

(Registered agent's signature)

Richard J. Milos, Asst. V. President

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

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: Robert A. Whitman

Address: 2200 Ross Avenue, Suite 4200 West

Dallas, Teas 75201

Director: Daniel A. Decker

Address: 2200 Ross Avenue, Suite 4200 West

Dallas, Texas 75201

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

President: Robert A. Whitman

Address: 2200 Ross Avenue, Suite 4200 West

Dallas, Texas 75201

Vice President: Daniel A. Decker

Address: 2200 Ross Avenue, Suite 4200 West

Dallas, Texas 75201

Secretary: Daniel A. Decker

Address: 2200 Ross Avenue, Suite 4200 West

Dallas, Texas 75201

Treasurer: Daniel A. Decker

Address: 2200 Ross Avenue, Suite 4200 West

Dallas, Texas 75201

**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. DANIEL A. DECKER / Vice President, Secretary & Treasurer

(Typed or printed name and capacity of person signing application)

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## **EXHIBIT "A"**

### **Purpose or purposes proposed to be pursued in transacting business in this state:**

- (a) To serve as the corporate general partner of HG Retirement I, L.P., a Texas limited partnership (the "Partnership"), whose sole purpose is to serve as the lessee under those certain sublease agreements dated as of June, 1999, by and between the Partnership and each landlord named therein (the "Leases"), and to engage in the business of acquiring, leasing, operating, maintaining, expanding, financing and disposing of those certain properties governed by the Leases; and to enjoy all rights and privileges afforded to it as the corporate general partner of the Partnership pursuant to the Partnership's certificate of limited partnership and under applicable law;
- (b) To execute and perform any and all of its obligations related to, and cause the Partnership to execute and perform any and all of the Partnership's obligations related to, the acquisition, lease, operation, maintenance, expansion, financing and disposition of the aforementioned properties and the Partnership's obligations under the Leases;
- (c) To execute, deliver and perform, and to cause the Partnership to execute, deliver and perform, under and pursuant to a certain Liquidity Facility Agreement; to cause the Partnership to grant a mortgage, deed of trust and/or deed to secure debt on the Leases and an assignment of leases and rents with respect to the Properties as security for the Liquidity Facilities; to pledge any of the Partnership's other assets as security for such Liquidity Facilities, and to execute, deliver and perform, and to cause the Partnership to execute, deliver and perform any other Liquidity Facility Documents as necessary;
- (d) To take any and all action necessary to maintain the existence of the Corporation as a corporation in good standing under the laws of the State of Texas and/or to qualify the Corporation to do business as a foreign corporation in any other state in which such qualification, in the opinion of the Corporation, is required;
- (e) To take any and all action necessary to maintain the existence of the Partnership as a partnership in good standing under the laws of the State of Texas, and, to the extent necessary, to qualify the Partnership to do business as a foreign entity in any other state in which such qualification, in the opinion of the Corporation, is required; and
- (f) To engage in any and all lawful acts and activity and to exercise any powers permitted to corporations under the laws of the State of Texas that are related or incidental to the foregoing and necessary, convenient or advisable to accomplish the foregoing.

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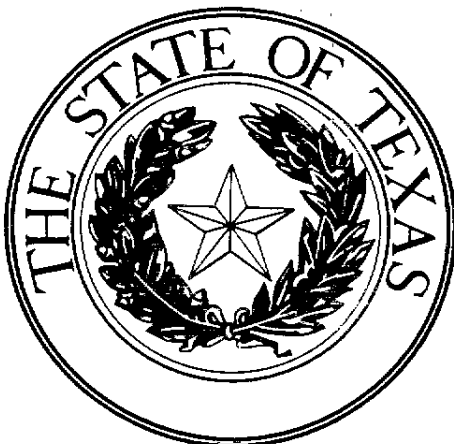
# The State of Texas

## SECRETARY OF STATE

IT IS HEREBY CERTIFIED that  
Articles of Incorporation of

HG RETIREMENT I GENPAR, INC.  
File No. 1537466-0

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 17, 1999.

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DIVISION OF CORPORATIONS  
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Elton Bomer  
Secretary of State