

CCRS *
103 N. MEADOWS BLVD
TALLAHASSEE, FL 32311
222-1173

F99000005597

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 10/29/99

REF. #: 0150.8915

CORP. NAME: Bridgewater Place Apartment, Inc.

800003029058--0
-10/29/99--01039--009
*****70.00 *****70.00

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99 OCT 29 PM 2:23
99 OCT 29 AM 11:55
SECTION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- FOREIGN QUALIFICATION
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER:

4

STATE FEES PREPAID WITH CHECK# 6345 FOR \$ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- CERTIFICATE OF STATUS

BR 10/29/99
 PLAIN STAMPED COPY

Examiner's Initials _____

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 18 9 PM 2:39

1. The name of the corporation is BRIDGEWATER PLACE APARTMENTS, INC. ("Corporation").
2. The Corporation is incorporated in the State of Delaware.
3. The Corporation has not yet obtained a Federal Employer Identification number.
4. The date of incorporation of the Corporation is October 14, 1999.
5. The duration of the Corporation is perpetual.
6. The Corporation has not yet transacted business in Florida.
7. The Corporation's current mailing address is:

c/o Invesco Realty Advisors, Inc.
5400 LBJ Freeway, LB 2
Suite 700
Dallas, Texas 75240

8. The purposes for which the Corporation is organized are: (i) to hold and collect income from certain real property known as Bridgewater Place Apartments located in St. Petersburg, Florida and any other real property described in Section 501(c)(25) of the Internal Revenue Code of 1986, as amended, or any successor provision thereto ("Section 501(c)(25)"), (ii) to remit the entire amount of such income, less expenses, at least annually to the shareholders of the Corporation, and (iii) to engage in the transaction of any or all lawful business in connection therewith for which corporations may be authorized to conduct business under Florida Law; provided however, that notwithstanding the above, the purposes of the Corporation shall be limited to the purposes described in Section 501(c)(25).

9. The name and street address of the Corporation's registered agent in Florida is:

Corpdirect Agents
103 North Meridian Street
Lower Level
Tallahassee, Florida 32301

10. Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this Application, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 29 PM 2:33

CORPDIRECT AGENTS

By: Cynthia A. Hick
Print Name: _____
Title: _____

11. Attached is a certificate of existence duly authenticated by the Delaware Secretary of State, not more than ninety (90) days prior to delivery of the Application to the Florida Department of State.

12. The names and addresses of the Corporation's officers and directors are as follows:

David R. Ridley	Director
David N. Farmer	Director/President
Ronald L. Ragsdale	Vice President/Secretary
Michael Kirby	Vice President/Assistant Secretary
Terrell Boiko	Vice President/Assistant Secretary
Kevin Johnson	Vice President/Assistant Secretary
Sally Kittles	Vice President/Assistant Secretary
Paul Michaels	Vice President/Assistant Secretary
Dorothy Jenkins	Treasurer/Assistant Secretary

The address for each of the above listed individuals is:

c/o Invesco Realty Advisors, Inc.
5400 LBJ Freeway, LB 2
Suite 700
Dallas, Texas 75240

IN WITNESS WHEREOF, the undersigned has executed this Application by Foreign Not For Profit Corporation as of the 28th day of October, 1999.

Ronald L. Ragsdale
Ronald L. Ragsdale
Vice President/Secretary

State of Delaware
Office of the Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRIDGEWATER PLACE APARTMENTS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BRIDGEWATER PLACE APARTMENTS, INC." WAS INCORPORATED ON THE TWELFTH DAY OF OCTOBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel
Edward J. Freel, Secretary of State

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991435781

AUTHENTICATION:

DATE:

0026613

10-14-99