



THE UNITED STATES  
CORPORATION  
COMPANY

F99000005904

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 NOV -4 PM 2:46

ACCOUNT NO. : 072100000032

REFERENCE : 442262 131022B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 28, 1999

ORDER TIME : 3:52 PM

ORDER NO. : 442262-005

CUSTOMER NO: 131022B

CUSTOMER: Roxanne Brotherton, Legal Asst  
Charles E. Smith Companies  
2345 Crystal Drive  
Tenth Floor  
Arlington, VA 22202

600003035916--4  
-11/05/99--01003--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

600003035916--4  
-11/05/99--01003--021  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

FOREIGN FILINGS

NAME: SMITH REALTY COMPANY

7

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99 NOV -4 PM 2:45

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

RECEIVED  
99 NOV -4 PM 4:42  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

3/12  
11/12/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 5, 1999

JANINE LAZZARINI  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: SMITH REALTY COMPANY  
Ref. Number: W99000025608

**RESUBMIT**  
Please give original  
submission date as file date.

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DIVISION OF CORPORATIONS  
99 NOV -4 PM 2:46

We have received your document for SMITH REALTY COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$78.75 payment.

Please have the Registered Agent -- CSC -- sign the acceptance statment in Item 10.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 999A00053595

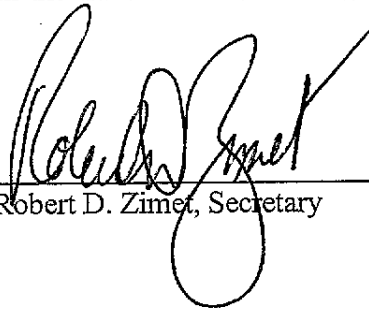
RECEIVED  
99 NOV 15 PM 12:18  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

## CERTIFICATE OF RESOLUTION

Robert D. Zimet, Secretary of Smith Realty Company, a corporation duly organized under the laws of the State of Maryland, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 11<sup>th</sup> day of November, 1999 .

"RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopt the alternate name **Charles E. Smith Realty Company** for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act; and

"FURTHER RESOLVED, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be prepared, executed, and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida."



Robert D. Zimet, Secretary

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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.*

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1. Smith Realty Company  
(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. 54-1713547  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 3, 1994 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. a. 2345 Crystal Drive, 10th Floor, Arlington, VA 22202  
(Principal office address)  
b. 2345 Crystal Drive, 10th Floor, Arlington, VA 22202  
(Current mailing address)  
To engage in such activities as are permitted under the laws of the State of Florida including, but not limited to : to engage in a multifamily and retail property management and leasing business
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 32314  
(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.*

Laura E. Pugh  
(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.

\* SEE ATTACHMENT A

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

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

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

**B. OFFICERS**

President: \_\_\_\_\_

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

Vice President: \_\_\_\_\_

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

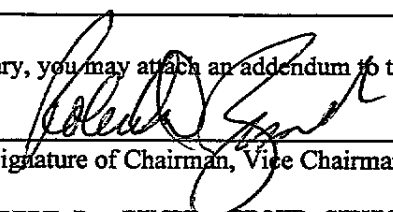
Secretary: \_\_\_\_\_

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. **ROBERT D. ZIMET, GROUP SENIOR VICE PRESIDENT**  
(Typed or printed name and capacity of person signing application)

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## ATTACHMENT A

### SMITH REALTY COMPANY

Address For Each Officer & Director : 2345 Crystal Drive  
Arlington, VA 22202

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Director	-	Robert H. Smith
Director	-	Robert P. Kogod
Director	-	Ernest Gerardi, Jr.

President and CEO	-	Ernest Gerardi, Jr.
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Group Sr. VP, Secty. & Gen. Coun.	-	Robert D. Zimet
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Senior Vice President	-	John Gray
Senior Vice President	-	John W. Guinee
Senior Vice President	-	Matthew B. McCormick
Senior Vice President	-	John M. Kurtz
Senior Vice President	-	E. Matthew Hause
Senior Vice President & Chief Financial Officer	-	W.D. Minami

Vice President	-	Mark B. Bruininga
Vice President	-	Peter R. Chylko
Vice President	-	Michael T. Crehan
Vice President	-	Thomas E. Dight
Vice President & Dept. Head	-	Henry S. Fonvielle
Vice President	-	Steve E. Gullett
Vice President - Market Manager	-	Ronald Kiehl
Vice President	-	Louis Kovalsky
Vice President - Market Manager	-	Thomas Lerario
Vice President	-	Mara Olguin
Vice President	-	Robert J. Owen, Jr.
Vice President	-	Sarah L. Pickeral
Vice President & Treasurer	-	Gregory Samay
Vice President	-	Walter B. Sheehan
Vice President	-	Scott E. Sterling
Vice President	-	Donald Stocks
Vice President	-	Gregory M. Weingast
Vice President - Market Manager	-	Michael Zinc

Assistant Vice President	-	Benjamin A. Daniels
Assistant Vice President	-	Jamie Gorski
Assistant Vice President	-	David Miskovich

**STATE OF MARYLAND**  
**Department of Assessments and Taxation**

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DIVISION OF CORPORATIONS  
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I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT SMITH REALTY COMPANY IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS 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 MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS OCTOBER 22, 1999.

*Paul B. Anderson*

Paul B. Anderson  
Charter Division

