



THE UNITED STATES
CORPORATION
COMPANY

M00000000775

ACCOUNT NO. : 072100000032

REFERENCE : 668501 4355376

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : April 19, 2000

ORDER TIME : 2:54 PM

ORDER NO. : 668501-010

CUSTOMER NO: 4355376

CUSTOMER: Ms. Dianne Chiappetti
Pritzker Realty Group, Lp
200 West Madison
Suite 3700
Chicago, IL 60606

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 20 PM 4: 08

FILED

Patricia P.

M00-775

Name	<i>CP</i>
Available	<i>CP</i>
Director	<i>CP</i>
Assoc. Sec.	<i>CP</i>
Adm. Asst.	<i>CP</i>
W. P. V.	<i>CP</i>

FOREIGN FILINGS

500003217785--4

NAME: OSCEOLA COUNTY APARTMENTS
PHASE 1B, L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
00 APR 20 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Osceola County Apartments Phase 1B, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. April 11, 2000
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 200 West Madison Street, 37th Floor, Chicago, Illinois 60606

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

9. The usual business addresses of the managing members or managers are as follows:

Pritzker Residential Equities, L.P., 200 West Madison Street, 37th Floor, Chicago, Illinois 60606

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Any and all activities as permitted under Florida Corporate Statute and, including but not limited to investments.

See Annex A attached hereto and made a part hereof.

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John Kevin Poorman

Typed or printed name of signee

FILED
00 APR 20 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Osceola County Apartments Phase 1B, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Tallahassee

FL 32301

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

(Signature)

BRIAN COURTNEY, ASST. V.P.

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

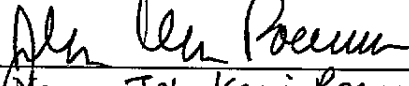
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ANNEX A
TO
APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

PRITZKER RESIDENTIAL EQUITIES,
L.P., a Delaware limited partnership

By: PRE GP, Inc., a Delaware
corporation, its general partner

By: 
Name: John Kevin Poorman
Title: Vice President

00 APR 20 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED


State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OSCEOLA COUNTY APARTMENTS PHASE 1B, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF APRIL, A.D. 2000.

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





Edward J. Freel, Secretary of State

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AUTHENTICATION:

0391083

DATE:

04-19-00