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ACCOUNT NO. : 072100000032

REFERENCE : 838335 131022B

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 125.00

ORDER DATE : September 21, 2000

ORDER TIME : 10:03 AM

ORDER NO. : 838335-010

700003402617--2

CUSTOMER NO: 131022B

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

FOREIGN FILINGS

NAME: SMITH PROPERTY HOLDINGS
NEW RIVER VILLAGE, 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: Jeanine Reynolds EXT 1133

RECEIVED
00 SEP 25 PM 12:13
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
00 SEP 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JB 9-25-00

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

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

1. Smith Property Holdings New River Village L.L.C.
(Name of foreign limited liability company)
2. Delaware 3. 54-1681657
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. 09/14/2000 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon acquisition of building
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2345 Crystal Drive
Arlington, VA 22202
(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:

c/o Charles E. Smith Residential Realty L.P., Member

2345 Crystal Drive, Tenth Floor

Arlington, VA 22202

00 SEP 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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AND
FILED

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: To own and or manage
real property in Florida

X Robert D. Zimet
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.)

Robert D. Zimet, Senior VP of General Partner of Member

Typed or printed name of signee

**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:

SMITH PROPERTY HOLDINGS NEW RIVER VILLAGE 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..

Deborah D. Skipper
(Signature)

Deborah D. Skipper
as its agent

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

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TALLAHASSEE, FLORIDA

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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 "SMITH PROPERTY HOLDINGS NEW RIVER VILLAGE 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 FIFTEENTH DAY OF SEPTEMBER, A.D. 2000.

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



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

AUTHENTICATION: 0677040

DATE: 09-15-00

3288412 8300

001466049

00 SEP 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED