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November 14, 2000

ATLANTA  
CHICAGO  
DENVER  
KANSAS CITY  
LINCOLN  
LITTLE ROCK  
NEWPORT BEACH  
OKLAHOMA CITY  
PASADENA  
RICHMOND  
SCOTTSDALE  
WASHINGTON

**VIA FEDEX**

Florida Secretary of State  
Division of Corporations  
Certifications Section  
409 East Gaines Street  
Tallahassee, Florida 32399

500003464875--3  
-11/15/00-01094-013  
\*\*\*160.00 \*\*\*160.00

Re: Oakhurst GP, LLC

Dear Sir/Madam:

Enclosed for filing is the application for qualification, in duplicate, for the above-referenced Delaware limited liability company. The required Certificate of Good Standing and consent of registered agent are also enclosed. Please provide me with a Certificate of Good Standing and a certified copy of the filing. Our firm's check for \$160.00 in payment of your fees is enclosed.

Please return the certified copy of the evidence of filing and the Certificate of Good Standing to my attention at the above address via FedEx. Our FedEx account number is 0681-0008-9.

If you have any questions or if anything further is needed to complete this filing, please feel free to call me at (402) 346-6000.

Thank you for your assistance.

Sincerely,

Mary Bronson  
Mary K. Bronson  
Paralegal

1100-2377  
CR

Enclosures

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. Oakhurst GP, LLC  
(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. October 30, 2000  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1004 Farnam Street, Suite 400  
Omaha, NE 68102  
(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:  
America First Apartment Investors, L.P., Sole Member  
1004 Farnam Street  
Omaha, NE 68102
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: Act as general partner  
of a limited partnership

See Attached Schedule I  
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.)

\_\_\_\_\_  
Typed or printed name of signee

FILED  
NOV 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

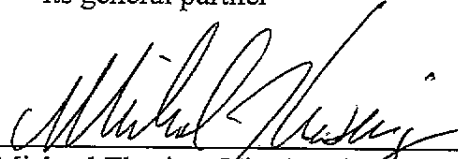
## SCHEDULE I

### OAKHURST GP, LLC

By: America First Apartment Investors,  
L.P., sole Member

By: America First Capital Associates  
Limited Partnership Four, its general  
partner

By: America First Companies L.L.C.,  
its general partner

By:   
Michael Thesing, Vice President

FILED

NOV 15 PM 5:00

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:

OAKHURST GP, LLC

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

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

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

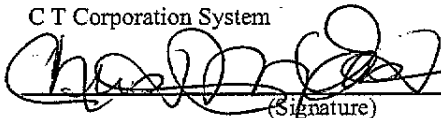
Plantation

FL 33324

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..*

C T Corporation System



(Signature)

**Christine M. Eastwine**  
Assistant Secretary

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

FILED  
NOV 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

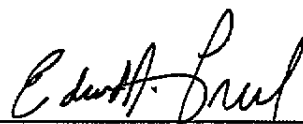
*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OAKHURST GP, LLC" 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 NINTH DAY OF NOVEMBER, A.D. 2000.



  
Edward J. Freel, Secretary of State

3309302 8300

AUTHENTICATION: 0784498

001564363

DATE: 11-09-00