

ARC
Affordable Residential Communities

M010000061542

Affordable Residential Communities
300 Grant Street, Suite 900
Denver, CO 80203
303.291.0222 Voice
303.294.9959 Fax

July 3, 2001

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(850) 487-6051

Re: Applications for Authority to Transact Business

000004465150--3
-07/09/01--01104--003
***155.00 ***155.00

Dear Sir or Madam:

Enclosed herewith, please find the following items:

1. Application in duplicate by a Foreign Limited Liability Company for authorization to transact business in Florida, prepared on behalf of Affordable Residential Communities, L.L.C. , along with a Certificate of Good Standing issued by the Secretary of State of Delaware, and a check in the amount of \$155.00 for the filing fee. (We are applying for authority to do business for Affordable Residential Communities, L.L.C. as required because it is the general partner of the limited partnerships referenced below.)
2. Application in duplicate by a Foreign Limited Partnership for authorization to transact business in Florida, prepared on behalf of Affordable Residential Communities, L.P., II, along with an Affidavit of Capital Contributions and a check in the amount of \$1,837.50 for the filing fee, designation of a registered agent, and certified copy.
3. Application in duplicate by a Foreign Limited Partnership for authorization to transact business in Florida, prepared on behalf of Affordable Residential Communities, L.P., III, along with an Affidavit of Capital Contributions and a check in the amount of \$1,837.50 for the filing fee, designation of a registered agent, and certified copy.

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01 JUL 11 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the above referenced items of record and return the certified copies to my attention. Should you have any questions or require additional information in this regard, please contact me directly at (303) 383-7540. Thank you for your assistance in this matter.

Sincerely,

Rae Curtiss
Paralegal

Enclosures

M01-1542
RC

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. Affordable Residential Communities, L.L.C. (Name of foreign limited liability company)

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized) 3. 84-1254815 (FEI number, if applicable)

4. 11/4/93 (Date of Organization) 5. 12/31/2093 (Duration: Year limited liability company will cease to exist or "perpetual")

6. n/a upon qualification (Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 600 Grant Street, Suite 900 Denver, CO 80203 (Street address of principal office)

8. If limited liability company is a manager-managed company, check here [x]

9. The name and usual business addresses of the managing members or managers are as follows: Scott D. Jackson, 600 Grant Street, Suite 900, Denver, CO 80203

FILED 01 JUL -9 PM 7:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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: General partner of a limited partnership that owns interest in an LLC that owns property in Florida

Signature of a member of 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.) Scott D. Jackson 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:

Affordable Residential Communities, 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,



(Signature)

\$ 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

01 JUL -9 PM 4:40

FILED

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AFFORDABLE RESIDENTIAL COMMUNITIES, 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 TWENTY-SIXTH DAY OF JUNE, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1213177

DATE: 06-26-01