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DIVISION OF CORPORATIONS

FOREIGN LIMITED LIABILITY COMPANY

CP Pembroke Pines Manager LLC

Certificate of Status	1
Certified Copy	0
Page Count	06
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Electronic Filing Menu

Corporate Filing

Public Access Help

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. CP Pembroke Pines Manager LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 63-1098468
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. August 16, 2004 5. perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 2101 Sixth Avenue North, Suite 750
Birmingham, Alabama 35203
(Street Address of Principal Office)

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

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

Thomas H. Lowder - 2101 Sixth Avenue North, Suite 750, Birmingham, Alabama 35203

C. Reynolds Thompson III - 2101 Sixth Avenue North, Suite 750, Birmingham, Alabama 35203

John R. Hosmer, Jr. - 11121 Carmel Commons Blvd., Suite 165, Charlotte, NC 28226

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: _____

See attached description.

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.)

See Attached

Typed or printed name of signee

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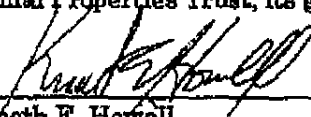
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COLONIAL REALTY LIMITED PARTNERSHIP

By: Colonial Properties Trust, its general partner

By:



Kenneth E. Howell
Senior Vice President and
Chief Accounting Officer

11

The nature of business:

The purposes of CP Pembroke Pines Manager LLC (the "Company") shall be to serve as general partner of CP Pembroke Pines, LLC and to engage in any other lawful business necessary, convenient or incidental thereto and permitted by the Delaware Limited Liability Company Act or laws of any jurisdiction in which the Company may do business and to enter into any lawful transaction and engage in any lawful activities in furtherance of the foregoing purposes and as may be necessary, incidental or convenient to carry out the business of the Company.

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:

CP Pembroke Pines Manager LLC

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

C T Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation, Florida 33324

FL
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, Florida Statutes.

Carrie Lynn Special Agent Secretary
(Signature)

- \$ 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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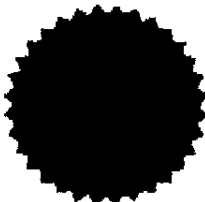
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CP PEMBROKE PINES MANAGER 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 EIGHTEENTH DAY OF AUGUST, A.D. 2004.

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



3842869 8300

040604775

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3302666

DATE: 08-18-04

TOTAL P.06