

MAY-31-2005 TUE 03:14  
Division of Corporations

National Corporate Research

(FAX) 518 434 2711

P. 001/004

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**MS000002915**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : NATIONAL CORPORATE RESEARCH, LTD.  
Account Number : I200000000088  
Phone : (800) 221-0102  
Fax Number : (212) 564-6083

RECEIVED  
05 MAY 31 PM 4:09  
DIVISION OF CORPORATION

**FOREIGN LIMITED LIABILITY COMPANY**

**EDR GAINESVILLE GP, LLC**

2005 MAY 31 AM 9:57  
SEC. TARIFF OF 2003  
CALL HAS TEL. 564-6083

Certificate of Status	0
Certified Copy	1
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**MS-2915**  
*[Signature]*

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**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:

**EDR Gainesville GP, LLC**

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

**National Corporate Research, Ltd., Inc.**

(Name)

**103 N. Meridian 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, Florida Statutes.*

  
(Signature)

**KAREN MCKEOWN, ASST. SECRETARY**

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

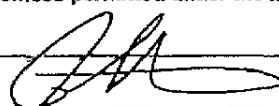
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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

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. EDR Gainesville 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. 05/24/2005  
(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, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 530 Oak Court Drive, Suite 300  
Memphis TN 38117  
(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:  
Education Realty 530 Oak Court Drive Suite 300 Memphis TN 38117  
Operating Partnership LP
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:  
The transaction of all lawful business permitted under the laws of Florida.

  
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.)

Education Realty Operating Partnership LP by J. Drew Koester, VP of its General Partner

Typed or printed name of signee

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# Delaware

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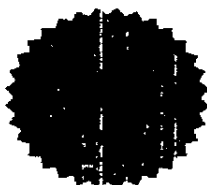
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDR GAINESVILLE 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 TWENTY-SIXTH DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EDR GAINESVILLE GP, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF MAY, A.D. 2005.

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

2005 MAY 31 AM 9:53  
SECRETARY OF STATE  
DELAWARE



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3975858 8300

AUTHENTICATION: 3906555

050436663

DATE: 05-26-05

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