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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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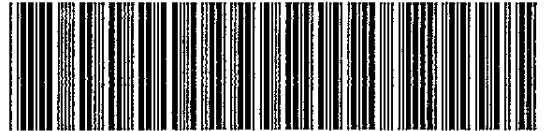
(Business Entity Name)

(Document Number)

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 767137 4355376

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 125.00

ORDER DATE : December 19, 2005

ORDER TIME : 10:23 AM

ORDER NO. : 767137-005

CUSTOMER NO: 4355376

FILED  
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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BP APARTMENTS TOWN CENTER II,  
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: Amanda Haddan -- EXT# 2955

EXAMINER: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:*

1. BP Apartments Town Center II, L.L.C.  
(Name of Foreign Limited Liability Company)
2. Delaware  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 81-0665614  
(FEI number, if applicable)
4. 1/13/05  
(Date of Organization)
5. 2055  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration.)  
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 71 South Wacker Drive, 47th Floor  
Chicago, Illinois 60606  
(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:  
Pritzker Residential Equities, L.P.  
71 South Wacker Drive, 47th Floor, Chicago, Illinois 60606
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: any and all activities  
as permitted under Florida LLC statutes, including but not limited to investments

\_\_\_\_\_  
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 Annex A attached hereto and made a part hereof.

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

**Annex A**

**For**

**BP Apartments Town Center II, L.L.C.**

**BP APARTMENTS TOWN CENTER II, L.L.C., a  
Delaware limited liability company**

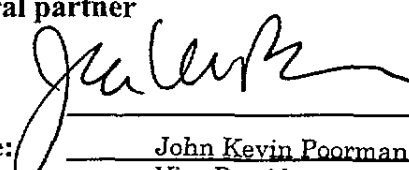
**By: Pritzker Residential Equities, L.P., a Delaware  
limited partnership, the sole member**

**By: PRE GP, Inc., a Delaware corporation, the sole  
general partner**

**By:**

**Name:**

**Title:**

  
\_\_\_\_\_  
John Kevin Poorman  
\_\_\_\_\_  
Vice President  
\_\_\_\_\_

**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:

BP Apartments Town Center II, 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, Florida Statutes.*

Corporation Service Company

BY:

Margaret A. Pike, Asst. 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)

# Delaware

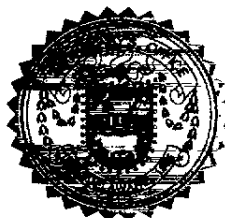
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## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BP APARTMENTS TOWN CENTER II, 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 TWENTIETH DAY OF DECEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BP APARTMENTS TOWN CENTER II, L.L.C." WAS FORMED ON THE THIRTEENTH DAY OF JANUARY, A.D. 2005.

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 4388256

051040885

DATE: 12-20-05