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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FORM 1-1 2015

T. HAMPTON

File 2nd #

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 6123597 5175346

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE : April 30, 2015

ORDER TIME : 2:26 PM

ORDER NO. : 612359-010

CUSTOMER NO: 5175346

FOREIGN FILINGS

NAME: GABLES GP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen -- EXT# 62974

EXAMINER: _____

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Gables GP LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Gina Gasparini

Name of Person

Gables Residential

Firm/Company

3399 Peachtree Road NE, Suite 600

Address

Atlanta, GA 30326

City/State and Zip Code

ggasparini@gables.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gina Gasparini

Name of Contact Person

404

at (Area Code)

923-5563

Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☐ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A
FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Gables GP LLC

(Name of Foreign Limited Liability Company: must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Texas

(Jurisdiction under the law of which foreign limited liability company is organized)

3.

76-0423105

(FEI number, if applicable)

4.

(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 3399 Peachtree Road NE, Suite 600

Atlanta, GA 30326

(Street Address of Principal Office)

6. 3399 Peachtree Road NE, Suite 600

Atlanta, GA 30326

(Mailing Address)

7. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:

See attached list

8. 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)

Ashley I. Tewell
Signature of an authorized person

(In accordance with section 605.0203, F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

Ashley I. Tewell

Typed or printed name of signee

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113 or 605.0902 (1)(d), 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:

Gables GP LLC

If unavailable, the alternate to be used in the state of Florida is:

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

Corporation Service Company

(Name)

1201 Hays Street

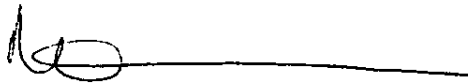
Florida Street Address (P.O. Box NOT ACCEPTABLE)

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 605, Florida Statutes.



(Signature)

DAVID NICKELSEN, ASST VP

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

15 FEB 20 10 10:13
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TALLAHASSEE, FLORIDA

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Gables GP LLC
Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
Susan M. Ansel	President and Chief Executive Officer	3811 Turtle Creek Blvd. Suite 1500 Dallas, TX 75219
Dawn H. Severt	Executive Vice President, Chief Financial Officer, Secretary and Treasurer	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
Benjamin C. Pisklak	Executive Vice President and Chief Investment Officer	5847 San Felipe Street Suite 3250 Houston, TX 77057
Cristina F. Sullivan	Executive Vice President – Operations and Assistant Secretary	225 N.E. Mizner Blvd. Suite 400 Boca Raton, FL 33432
Dennis E. Rainosek	Senior Vice President, Assistant Secretary, and Assistant Treasurer	5847 San Felipe Street Suite 3250 Houston, TX 77057
Philip E. Altschuler	Senior Vice President	8300 Greensboro Drive Suite 650 McLean, VA 22102
David K. Reece	Senior Vice President	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
Donna E. Summers	Senior Vice President	3811 Turtle Creek Blvd. Suite 1500 Dallas, TX 75219
Ashley I. Tewell	Senior Vice President and Assistant Secretary	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
Joseph G. Wilber	Senior Vice President	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
Jennifer B. Antos	Vice President	225 N.E. Mizner Blvd. Suite 400 Boca Raton, FL 33432
Tiffany Bakewell	Vice President	3811 Turtle Creek Blvd. Suite 1500 Dallas, TX 75219
Matthew C. Bearden	Vice President	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
P. Darin Botelho	Vice President	3811 Turtle Creek Blvd. Suite 1500 Dallas, TX 75219

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<u>Name</u>	<u>Title</u>	<u>Address</u>
Cole R. Ferguson	Vice President	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
F. Gregory Gasior	Vice President	225 N.E. Mizner Blvd. Suite 400 Boca Raton, FL 33432
Genevieve Giannoni	Vice President	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
Mary O. Hollands	Vice President	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
Robert D. Lamb	Vice President	225 N.E. Mizner Blvd. Suite 400 Boca Raton, FL 33432
Rosemary LaPrete	Vice President	225 N.E. Mizner Blvd. Suite 400 Boca Raton, FL 33432
Sang H. Park	Vice President	8300 Greensboro Drive Suite 650 McLean, VA 22102
Robert K. Presley	Vice President	5847 San Felipe Street Suite 3250 Houston, TX 77057
Kelly L. Scott	Vice President	5847 San Felipe Street Suite 3250 Houston, TX 77057
Pamela A. Wade	Vice President	5847 San Felipe Street Suite 3250 Houston, TX 77057
Michael L. Brown	Regional Vice President	3399 Peachtree Rd., NE Suite 600 Atlanta, GA 30326
Jorgen Punda	Regional Vice President	8300 Greensboro Drive Suite 650 McLean, VA 22102
Jean M. Anton	Area Vice President	225 N.E. Mizner Blvd Suite 400 Boca Raton, FL 33442
Kenna R. Coulter	Area Vice President	3811 Turtle Creek Blvd Suite 1500 Dallas, TX 75219
Joshua A. Landry	Area Vice President	5847 San Felipe Street Suite 3250 Houston, TX 77057

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STATE
OFFICE OF THE
CLERK OF THE
SUPREME COURT
OF FLORIDA

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Carlos H. Cascos
Secretary of State

Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Certificate of Conversion for Gables GP LLC (file number 802178018), a Domestic Limited Liability Company (LLC), was filed in this office on March 18, 2015.

It is further certified that the entity status in Texas is in existence.

Delayed Effective date: March 19, 2015

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 30, 2015.



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos
Secretary of State