

Document Number Only

M97000000058

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 14 PM 1:26

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****140.00 ****140.00

BRE / Southwest Partners I L.L.C.

5471A 0000 8078

☐ Profit

☐ NonProfit

☒ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

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CR2E031 (1-89)

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

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

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1. BRE/SOUTHWEST PARTNERS I L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. 12/27/96
(Date of Organization)
5. DECEMBER 31, 2046
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 1/1/97
(Date first transacted business in Florida.)
7. 345 PARK AVENUE
NEW YORK, NEW YORK 10154
(Street address of principal office)
8. C T CORPORATION SYSTEM
(Name of the registered agent of foreign limited liability company)
9. c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road,
Plantation, Florida 33324
(Florida registered office address)
10. Name(s), title, and business address(es) of managing member(s) [MGRM] or manager(s) [MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

GARY M. SUMERS, MANAGER

345 PARK AVENUE, NEW YORK, NY 10154

2/12/97

(Date)

Nary M. Jones

(Signature of a Member or Authorized
Representative of a member)

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REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated foreign limited liability company at the place designated in this certificate pursuant to the provisions of section 608.507, Florida Statutes, 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.

C T Corporation System

By: *Connie Bryan*

(Signature)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

(Type Name of Officer)

(Date)

(Title of Officer)

SCHEDULE I

Members of the Company

<u>Members</u>	<u>Address</u>
Blackstone Real Estate Partners II L.P.	345 Park Avenue, New York, New York 10154
Blackstone Real Estate Partners II.TE.1 L.P.	345 Park Avenue, New York, New York 10154
Blackstone Real Estate Partners II.TE.2 L.P.	345 Park Avenue, New York, New York 10154
Blackstone Real Estate Holdings II L.P.	345 Park Avenue, New York, New York 10154

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF FOREIGN LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

BRE/SOUTHWEST PARTNERS I L.L.C.

deposes and says:

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is \$ 100.00

3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 100.00 This cash total includes amounts from 2 and 3 above.

4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 100.00 . This total includes amounts from 2 and 3 above.

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Mary M. Muenzer Manager

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BRE/SOUTHWEST PARTNERS I 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 ELEVENTH DAY OF FEBRUARY, A.D. 1997.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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