

*Cotton Fields*  
**M97000000772**

Requester's Name

Address

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):  
100002356301 --- 7  
-11/25/97-01028-010  
\*\*\*\*337.50 \*\*\*\*337.50

1. *Fort Myers Apartments LLC*  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

**FILED**  
97 NOV 21 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

☐ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**RECEIVED**  
97 NOV 21 PM 1:27  
DIVISION OF CORPORATION

G. TAX \_\_\_\_\_  
FILING 250.00  
R. AGENT FEE 35.00  
C. COPY 62.50  
TOTAL 337.50  
N. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
FUND \_\_\_\_\_

*BK 11/21/97*

Examiner's Initials

LAW OFFICES OF  
**LONG, RAGSDALE & WATERS**

a professional corporation  
telephone (423) 584-4040  
telefax (423) 584-6084

ROBERT L. CROSSLEY  
DAVID WILSON LONG  
DENNIS B. RAGSDALE  
JOHN B. WATERS III  
CHRISTOPHER A. HALL  
J. MICHAEL IVENS \*  
R. LOUIS CROSSLEY, JR.  
C. PAUL HARRISON  
CHRISTINA C. GREY  
KANDYCE K. MORGAN  
SCOTT D. SULTZER  
DIANA M. THIBODAUX

November 20, 1997

RECEIVED  
ALTON LIGHTSEY  
NOV 21 1997

of counsel  
JOHN B. WATERS, JR. \*\*

1111 Northshore Drive, NW  
Suite 8-700  
Knoxville, Tennessee 37919-4074

\*Also admitted in Arizona  
\*\*Also admitted in District of Columbia

Alton Lightsey, Esq.  
Carlton, Fields  
215 South Monroe Street  
Suite 500  
tallahassee, Florida 32301

Via Federal Express

FILED  
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TALLAHASSEE, FLORIDA

Enclosed please find the following:

1. Application by Foreign Limited Partnership for Authorization to Transact Business in Florida with respect to Ft. Myers Apartments, L.P.;
2. Certificate of Existence for Ft. Myers Apartments, L.P.;
3. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida with respect to Ft. Myers Apartments, LLC;
4. Certificate of Existence for Ft. Myers Apartments, LLC;
5. A Consent to Use of Name executed by Ft. Myers Apartments, LLC with acknowledgment from the Tennessee Secretary of State; and
6. A check in the amount of \$337.50 to cover the costs of filing fees.

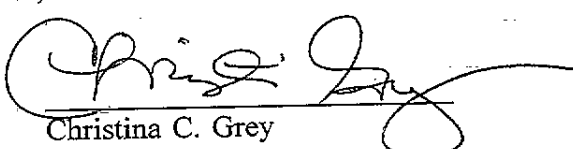
Please sign as Registered Agent in the spaces indicated and walk through the Secretary of State's Office for filing tomorrow pursuant to our conversation today.

Thank you very much for your assistance in this matter. If you have any questions, please feel to give me a call.

Sincerely,

LONG, RAGSDALE & WATERS, P.C.

By:

  
Christina C. Grey

# 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. Ft. Myers Apartments, LLC  
(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. Tennessee  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied for  
(FEI number, if applicable)
4. November 17, 1997  
(Date of Organization)
5. 65 years  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. No business has been transacted yet in Florida by the LLC  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 813 Northshore Drive, Suite 201  
Knoxville, TN 37919  
(Street address of principal office)
8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

## NAME & ADDRESS:

## TITLE:

## NAME & ADDRESS:

## TITLE:

Joseph W. Reed

Chief  
Manager

R. Gary Higgins

Secretary

813 Northshore Drive

813 Northshore Drive

Suite 201

Suite 201

Knoxville, TN 37919

Knoxville, TN 37919

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

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

The undersigned member or authorized representative of a member of Ft. Myers  
Apartments, LLC certifies:

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

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

3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A ;  
(A description of the property is attached and made a part hereto.)  
and

4) the total amount of cash and property contributed and anticipated to be contributed  
by member(s) is \$1,000.00 .  
(This total includes amounts from 2 and 3 above.)

*Joseph W. Reed*  
**Signature of a member or an 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.)

Joseph W. Reed, Chief Manager

Typed or printed name of signee

**Filing Fee: \$250.00 for Application and Affidavit**

**FILED**  
97 NOV 21 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
1,000.00

**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:

Ft. Myers Apartments, LLC

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

Alton Lightsey

(Name)

215 South Monroe 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.*

  
(Signature)

**Filing Fee: \$ 35 for Designation of Registered Agent**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Secretary of State

## Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

ISSUANCE DATE: 11/17/1997  
REQUEST NUMBER: 97321109  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 11/17/1997  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: 11/17/2062  
CONTROL NUMBER: 0340639  
JURISDICTION: TENNESSEE

TO:  
CAPITAL FILING SERVICE INC.  
7051 HWY 70 SOUTH  
NO 333  
NASHVILLE, TN 37221

REQUESTED BY:  
CAPITAL FILING SERVICE INC.  
7051 HWY 70 SOUTH  
NO 333  
NASHVILLE, TN 37221

### CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"FT. MYERS APARTMENTS, LLC"

A LIMITED LIABILITY COMPANY DULY FORMED UNDER THE LAW OF THIS STATE WITH DATE OF  
FORMATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE LIMITED LIABILITY COMPANY HAVE BEEN PAID;  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF THE EXISTENCE HAVE NOT BEEN FILED.

FILED  
97 NOV 21 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 11/17/97

FROM:  
CAPITAL FILING SERVICE, INC.  
7051 HWY 70 S  
#333  
NASHVILLE, TN 37221-0000

RECEIVED:	FEES	
	\$100.00	\$20.00
TOTAL PAYMENT RECEIVED:		\$120.00
RECEIPT NUMBER:		00002206078
ACCOUNT NUMBER:		00101230



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE