

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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400002361774--5

-12/03/97--01012--026

****337.50 ****337.50

☒ **CERTIFIED COPY**

CUS

☐ **PHOTO COPY**

☒ **FILING**

Foreign LLC

1.) Mid-American Holdings, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
(CORPORATE NAME & DOCUMENT #)

8.) _____
(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

CORAFORL

J. TAX _____
FILING 250.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL \$ 337.50
N. BANK _____
BALANCE DUE _____
REFUND _____

FILED
97 NOV 26 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 26 AM 9:26
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

MID AMERICA APARTMENT, CO.

"When you need ACCESS to the world"

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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:*

LLC

1. Mid-America Holdings, 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. Georgia

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

3. _____

(FEI number, if applicable)

4. September 30, 1997

(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. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 6584 Poplar Avenue, Suite 340 Memphis, Tennessee 38138

(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:

W. Randall Jones

Director

900 Brookstone Centre Pkwy

Columbus, GA 31904

Simon R.C. Wadsworth

Director

6584 Poplar Ave., Suite 340

Memphis, TN 38138

H. Eric Bolton, Jr.

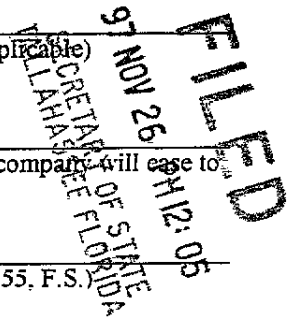
Director

6584 Poplar Ave., Suite 340

Memphis, TN 38138

MGRM -- MID-AMERICA APARTMENTS, L.P.
6584 Poplar Ave., Suite 340
Memphis, TN 38138

039400000320

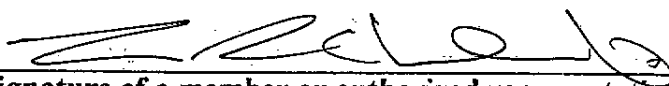


**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Mid-America Holdings, L.L.C.
_____ deposes and says:

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TALLAHASSEE FLORIDA

- 1) the above named limited liability company has one member
- 2) the total amount of cash contributed by the member(s) is \$ 0
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 211,276.76
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$ 211,276.76
This total includes amounts from 2 and 3 above.
- 5) the total amount of cash or property anticipated to be contributed by member(s) is \$ 211,276.76



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.)

Filing Fee: \$250.00 for Application and Affidavit

Attachment to Affidavit of Membership and Contributions
of Foreign Limited Liability Company of
Mid-America Holdings, L.L.C.

Interests Contributed by Mid-America Apartments, L.P.

A 1% general partner interest in the following limited partnerships:

Hidden Lake, Phase I, L.P. (f/k/a Hidden Lake Ltd.)
Hidden Oaks Associates, L.P. (f/k/a Hidden Oaks Associates)
Paddock Park Apartments, L.P. (f/k/a Paddock Park Apartments, Ltd.)
Park Walk Apartments, L.P. (f/k/a Park Walk Apartments, Ltd.)
River Trace Apartments, L.P. (f/k/a River Trace Apartments, Ltd.)
River Trace Apartments, Phase II, L.P. (f/k/a River Trace Apartments, Phase II, Ltd.)
The Vistas Apartments, L.P. (f/k/a The Vistas, Ltd.)
Westbury Springs, L.P. (f/k/a Westbury Springs, Ltd.)
Wildwood Apartments, Phase I, L.P. (f/k/a Wildwood Apartments, Ltd.)
Wildwood Apartments, Phase II, L.P. (f/k/a Wildwood Apartments Phase II, Ltd.)
Windridge Apartments, L.P. (f/k/a Windridge Apartments, Ltd.)

Initial Gross Asset Value:

Hidden Lake, Phase I, L.P.	\$21,934.74
Hidden Oaks Associates, L.P.	\$17,148.14
Paddock Park Apartments, L.P.	\$29,759.81
Park Walk Apartments, L.P.	\$19,116.98
River Trace Apartments, L.P.	\$13,409.42
River Trace Apartments, Phase II, L.P.	\$10,562.71
The Vistas Apartments, L.P.	\$24,361.07
Westbury Springs, L.P.	\$15,556.41
Wildwood Apartments, Phase I, L.P.	\$19,896.33
Wildwood Apartments, Phase II, L.P.	\$16,271.64
Windridge Apartments, L.P.	<u>\$23,259.51</u>
Total	\$211,276.76

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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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: _____

Mid-America Holdings, L.L.C.

2. The name and address of the registered agent and office is:

NRAI Services, Inc.

(Name)

526 E. Park Avenue

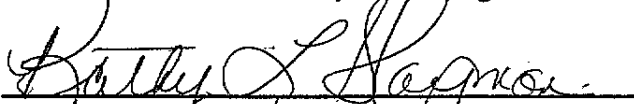
(P.O. Box or Mail Drop Box **NOT** acceptable)

Tallahassee, FL 32301

(City/State/Zip)

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TALLAHASSEE FLORIDA

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)
Asst. Secretary

11/25/97
(Date)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 973290646
CONTROL NUMBER : 9734798
DATE INC/AUTH/FILED: 09/30/1997
JURISDICTION : GEORGIA
PRINT DATE : 11/25/1997
FORM NUMBER : 211

PARANET CORPORATION SERVICES, INC.
DONNA HYDE
3761 VENTURE DRIVE, STE 260
DULUTH, GA 30096

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TALLAHASSEE FLORIDA

CERTIFICATE OF EXISTENCE

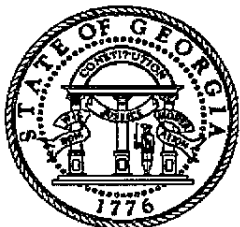
I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

MID-AMERICA HOLDINGS, LLC
A GEORGIA LIMITED LIABILITY COMPANY

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Lewis A. Massey

Lewis A. Massey
Secretary of State