

Document Number Only

M97000000812

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002362581--6

-12/04/97--01017--001

****285.00 ****285.00

100002362581--6

-12/04/97--01017--002

*****52.50 *****52.50

67th Street Associates, L.L.C.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Limited Liability Co.

☐ Dissolution/Withdrawal

☐ Mark

☒ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☒ Certified Copy

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PLEASE RETURN EXTRA COPIES
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CF \$285.00

CERT \$52.50

File 1st

CR2E031 (1-89)

If rejected, please list ALL problems. Thanks



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: 67TH STREET ASSOCIATES, L.L.C.
Ref. Number: W97000026852

97 DEC -1 AM 10:30
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for 67TH STREET ASSOCIATES, L.L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

In Florida, when the MEMBERS of a LIMITED LIABILITY COMPANY manage the company, then those MEMBERS are considered to be MANAGING MEMBERS.

The application states that this company is managed by its MEMBERS. Therefore, the names and addresses of the MEMBERS should be listed in ITEM 8, and each member should be identified as a MANAGING MEMBER.

ALSO, in addition to the APPLICATION, we require the submission of an AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS. You may use our form, which is attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 297A00056880

Certified Copy

*Buck -
Call me ASAP if any
problems.
Please backdate to
12-2-97*

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. 67th Street Associates, 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. Please Note: L.L.C. is not an acceptable suffix in Florida.)

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

3. 62-1719131
(FEI number, if applicable)

4. November 24, 1997
(Date of Organization)

5. 2050
(Duration: Year limited liability company will cease to exist or "perpetual")

6. (Anticipated) December 4, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.)

7. 1755-D Lynnfield Road, Suite 142

Memphis, TN 38119

(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary) ~~The limited liability company does not have a managing member or manager and instead, is managed by its members.~~

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

Mark French
1755-D Lynnfield Rd.
Suite 142
Memphis, TN 38119

Mgr

Filing Fee: \$ 52.50 for Application

(FL. - LLC 3289 - 3/10/97)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 25, 1997
(Date)

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

By: Davidson Investment Group XI, L.L.C.

By: Mark French, Member- Manager

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.

CT Corporation System , 1200 South Pine Island Road, Plantation, FL 33324

By: Lonnie B. Bays
(Signature)
SPECIAL ASSISTANT SECRETARY
(Type Name of Officer)
(Title of Officer)

12/11/97
(Date)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of 67th Street
Associates, 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 \$304,900.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$439,077.00. This total includes amounts from 2 and 3 above.

Susan M. Mello
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.)
Susan M. Mello, Authorized Representative

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97 DEC -1 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

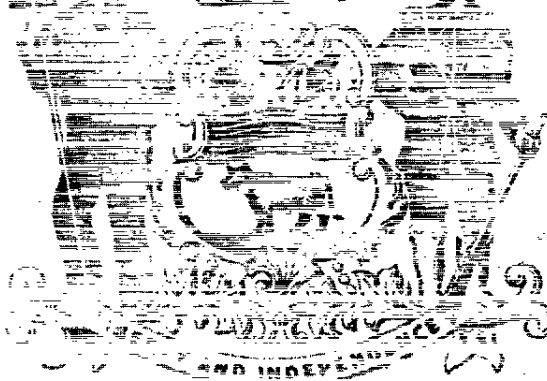
Filing Fee: \$ 52.50 for Affidavit

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "67TH STREET ASSOCIATES, 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 TWENTY-SIXTH DAY OF NOVEMBER, A.D. 1997.

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



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TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2825995 8300

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AUTHENTICATION:

8779288

DATE:

11-26-97