



M97000000867

ACCOUNT NO. : 072100000032

REFERENCE : 638356 5017524

AUTHORIZATION :

COST LIMIT :

\$ 285.00

Patricia Pignatelli

ORDER DATE : December 16, 1997

ORDER TIME : 9:43 AM

~~400002376324--2~~

ORDER NO. : 638356-005

CUSTOMER NO: 5017524

CUSTOMER: Ms. Lisa Currie
Equity Residential Properties
Two North Riverside Plaza
Suite 400
Chicago, IL 60606

FOREIGN FILINGS

NAME: EQR-VININGS AT ASHLEY LAKE,
L.L.C.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

FILED
97 DEC 18 PM 12:55
RECEIVED
97 DEC 18 AM 11:36
SECRETARY OF STATE
TALLAHASSEE FLORIDA DIVISION OF CORPORATION

BH
12/18/97

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:

FILED
DEC 18 PM 12:55
TALLAHASSEE FLORIDA
SECRETARY OF STATE

1. EQR-VININGS AT ASHLEY LAKE, 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. Applied For
(FEI number, if applicable)
4. December 8, 1997
(Date of Organization)
5. December 8, 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 11, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Two North Riverside Plaza, Suite 400
Chicago, Illinois 60606
(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)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

ERP Operating Limited Partnership, Two North Riverside Plaza, Suite 400, Chicago, Illinois 60606

Managing Member

Member

Filing Fee: \$ 52.50 for Application

**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.

FILED
97 DEC 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: EQR-Vinings at Ashley Lake, L.L.C.

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

Corporation Service Company

(Name)

1201 Hays Street, Tallahassee, FL 32301

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

(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)

12-16-97

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

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

FILED
97 DEC 18 PM 12:55
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned member or authorized representative of a member of _____
EQR-Vinings at Ashley Lake, 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 \$ _____
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ approximately . . . A description of the property is attached and made a part hereto.
\$27,000,000
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ approximately . This total includes amounts from 2 and 3 above.
\$27,000,000

Marion Runkovich
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: \$ 52.50 for Affidavit

Legal Description

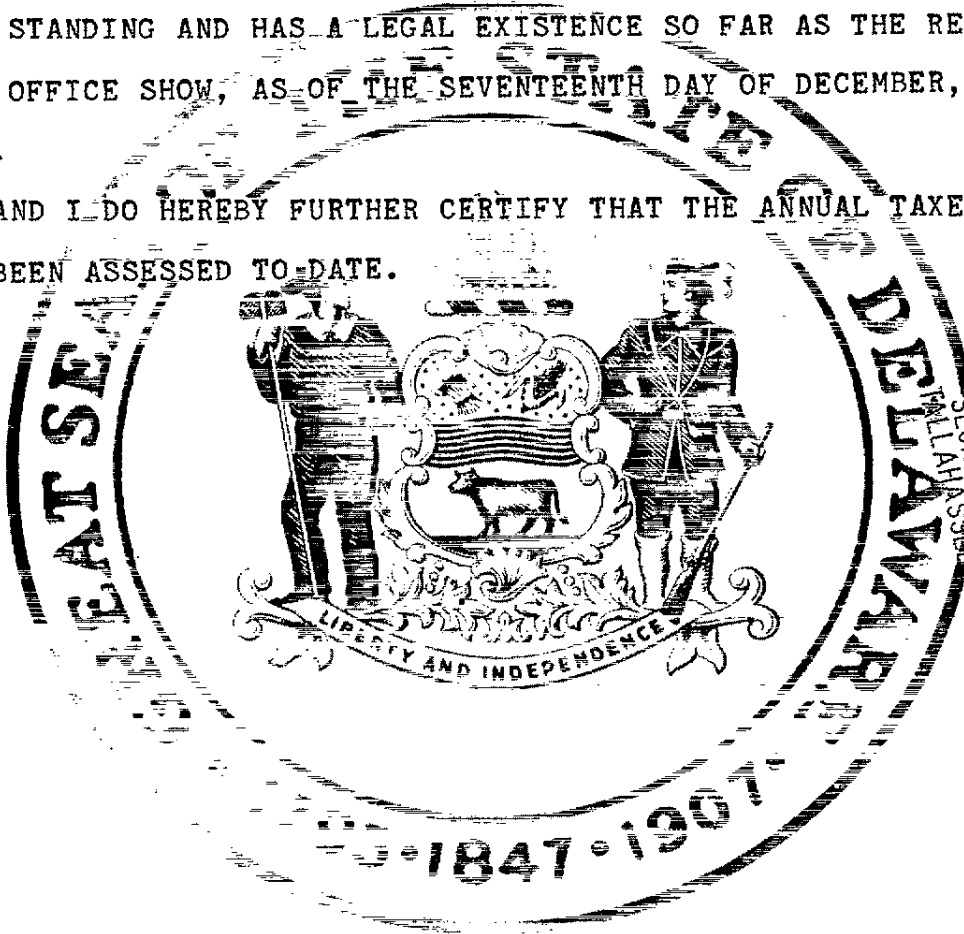
All of Parcel A, ASHLEY LAKE PARK II, according to the plat thereof, recorded in Plat Book 64, Page 171, Public Records of Palm Beach County, Florida.

FILED
97 DEC 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EQR-VININGS AT ASHLEY LAKE, 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 SEVENTEENTH DAY OF DECEMBER, A.D. 1997.

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



FILED
97 DEC 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2830049 8300

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AUTHENTICATION: 8816753

DATE: 12-17-97