

Document Number Only

M98000000563

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address 222-1092

City State Zip Phone

CORPORATION(S) NAME

800002546098-3  
-06/03/98--01061--027  
\*\*\*\*285.00 \*\*\*\*285.00

800002546098-3  
-06/03/98--01061--028  
\*\*\*\*\*61.25 \*\*\*\*\*61.25

Hometown Whispering Pines GP, L.L.C.

☐ Profit  
☐ NonProfit  
☒ Limited Liability Co.  
☒ Foreign

☐ Amendment  
☐ Dissolution/Withdrawal

☐ Merger  
☐ Mark

☐ Limited Partnership  
☐ Reinstatement

☐ Annual Report  
☐ Name Registration  
☐ Fictitious Name

☐ Other  
☐ Change of P.A.  
☐ UCC

☒ Certified Copy

☐ Photo Copies

☒ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

JUN 03 1998

Thanks,  
Jeff

BK 6/3/98

Kyle First

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
RECEIVED  
98 JUN -3 PM 1:03  
98 JUN -3 AM 11:23

# 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:

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1. Hometown Whispering Pines GP, 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. 1998  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Date of Filing  
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. c/o Transwestern Investment Company L.L.C.  
70 West Madison Street, Suite 4030, Chicago, IL 60602  
(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:
Hometown America Communities, Inc.	MGR	_____	_____
c/o Transwestern Investment Company L.L.C.	_____	_____	_____
70 West Madison Street Suite 4030	_____	_____	_____
Chicago, Illinois 60602	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Filing Fee: \$ 52.50 for Application

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

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The undersigned member or authorized representative of a member of Hometown  
Whispering Pines GP, L.L.C. deposes and says:

- one
- 1) the above named limited liability company has at least ~~two~~ members
  - 2) the total amount of cash contributed by the member(s) is \$ 1,000 .
  - 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  
\$ 1,000 . This total includes amounts from 2 and 3 above.

*Raymond Nomizu*

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.)

By: Hometown America, L.L.C., its member

By: Hometown America Communities, Inc.,  
its manager

By: Raymond Nomizu, authorized officer

**Filing Fee: \$52.50 for Affidavit**

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DIVISION OF CORPORATIONS  
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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 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: Hometown Whispering  
Pines GP, L.L.C.

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

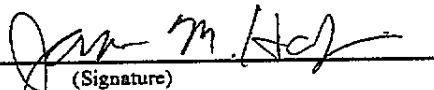
C T CORPORATION SYSTEM  
(Name)

c/o C T CORPORATION, 1200 South Pine Island Road,  
(P.O. Box not acceptable)

Plantation, Florida 33324  
(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.*

C T CORPORATION SYSTEM

  
(Signature)

James M. Halpin, Asst. Sec.

June 2, 1998

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

*State of Delaware*  
*Office of the Secretary of State*

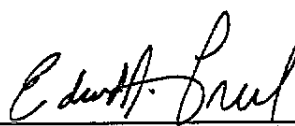
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOMETOWN WHISPERING PINES GP, L.L.C." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF MAY, A.D. 1998..

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN -3 PM 1:04



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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AUTHENTICATION: 9108338

DATE: 05-29-98