



THE UNITED STATES
CORPORATION
COMPANY

M99000000267

ACCOUNT NO. : 072100000032

REFERENCE : 136639 4355031

AUTHORIZATION : ~~Karen B. Rozant As Its Agent~~

Patricia T. Tipton

COST LIMIT : \$ 285.00

ORDER DATE : February 16, 1999

ORDER TIME : 4:16 PM

ORDER NO. : 136639-090

300002786553--1

CUSTOMER NO: 4355031

CUSTOMER: Debra J. Pruitt, Legal Asst
Bingham Dana LLP
1200 19th Street, N.W.
Suite# 400
Washington, DC 20036

RECEIVED

99 FEB 24 PM 4:45

DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: TA/WESTERN, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

M99-267

Name	<i>OR 2-25</i>
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W. P. Verifier	<i>OR</i>

FILED
09 FEB 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

1. TA/Western, LLC
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 04-3425433
(FEI number, if applicable)
4. June 12, 1998
(Date of Organization)
5. June 30, 2025
(Duration: Year limited liability company will cease to exist or "perpetual")
6. November 23, 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. c/o TA Associates Realty, 28 State Street, 10th Floor, Boston, Massachusetts 02109
(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:

Realty Associates
Advisors LLC

MGR

c/o TA Associates Realty
28 State Street, 10th Floor
Boston, Massachusetts 02109

FILED
99 FEB 26 PM 4:00
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 TA/Western, LLC

_____certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 200,501,253;
- 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 \$ 200,501,253;
(This total includes amounts from 2 and 3 above.)

**Realty Associates Advisors LLC, a Delaware
limited liability company, manager**

**By: Realty Associates Advisors Trust, a
Massachusetts business trust, sole member**

By:  02/16/99
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.)

Erica H. Weiss, Assistant Secretary

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
09 FEB 24 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

TA/Western, LLC

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

Corporation Service Company

(Name)

1201 Hays 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.

By: Karen B. Rozar

(Signature)

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Filing Fee: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 "TA/WESTERN, LLC" 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-THIRD DAY OF FEBRUARY, A.D. 1999.

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

2898830 8300

991069092



9590792

02-23-99

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: