

399000000508



ACCOUNT NO. : 072100000032  
REFERENCE : 191425 4355031  
AUTHORIZATION : Patricia Pruitt  
COST LIMIT : \$ 285.00

ORDER DATE : April 1, 1999  
ORDER TIME : 9:19 AM  
ORDER NO. : 191425-010  
CUSTOMER NO: 4355031  
CUSTOMER: Debra J. Pruitt, Legal Asst  
Bingham Dana Llp  
1200 19th Street, N.w.  
Suite# 400  
Washington, DC 20036

FILED  
99 APR -6 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

800002830548--2

NAME: REALTY ASSOCIATES FUND III LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

|                 |         |
|-----------------|---------|
| Name            | 4/16/99 |
| Availability    | dec     |
| Document        | XX      |
| Examiner        | DCC     |
| Updater         | DCC     |
| Updater         |         |
| Verifier        | ?       |
| Acknowledgement | DCC     |
| W. P. Verifier  | DCC     |

CONTACT PERSON: Maria Stephens

399000000508

RECEIVED  
99 APR -6 AM 10:42  
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 \_\_\_\_\_  
Realty Associates Fund III 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 \$1.00;
- 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 \_\_\_\_\_;  
(This total includes amounts from 2 and 3 above.)

**Realty Associates Fund III Trust, a Massachusetts business trust, sole member**

By: *Erica H. Weiss* 3/30/99

**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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Filing Fee: \$250.00 for Application and Affidavit**

**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:

Realty Associates Fund III 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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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.*

Corporation Service Company

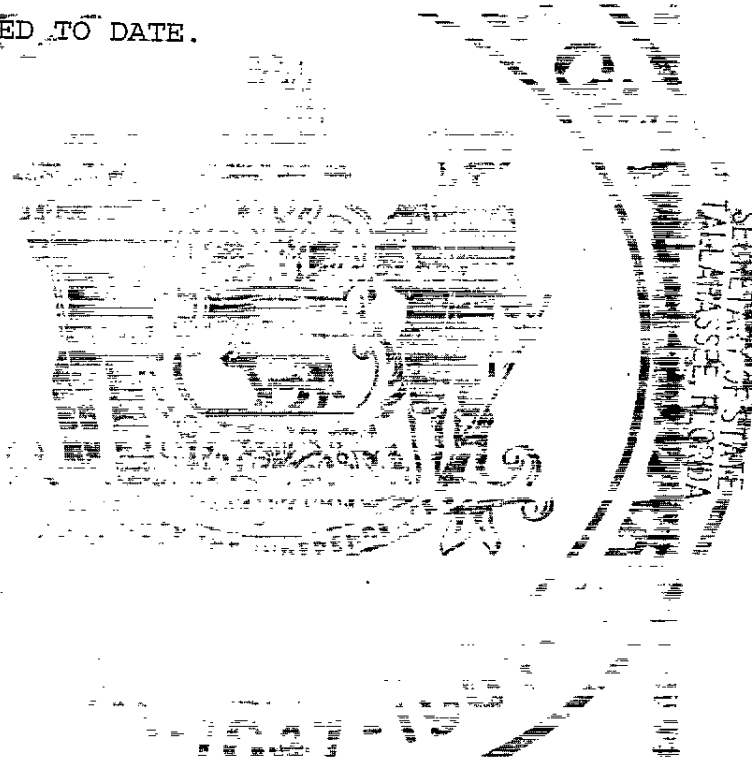
By: Benita Rutherford-Drake  
(Signature) Assistant Secretary

**Filing Fee: \$ 35 for Designation of Registered Agent**

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REALTY ASSOCIATES FUND III 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 SECOND DAY OF APRIL, A.D. 1999.

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



99 APR -6 PM 12:40

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04-02-99



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: