



THE UNITED STATES
CORPORATION
COMPANY

M99000000526

ACCOUNT NO. : 072100000032

REFERENCE : 197236 4324759

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Piguet

ORDER DATE : April 7, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 197236-005

CUSTOMER NO: 4324759

000002833120--5

CUSTOMER: Ms. Jonnie Callahan
Baker & Botts L.L.P.
2001 Ross Avenue
Suite 600
Dallas, TX 75201

M99000000526

CORAFORL

FOREIGN FILINGS

NAME: EFO LAND GENPAR, LLC

899 APR 17 798

(5)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -8 AM 11:35

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- ☒ CERTIFIED COPY
- ☒ PLAIN STAMPED COPY
- ☒ CERTIFICATE OF GOOD STANDING

RECEIVED

99 APR 8 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CONTACT PERSON: Tamara Odom

OK 4/8/99

File 1st

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 TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

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1. EFO Land GenPar, LLC
(Name of foreign limited liability company must end with the words "limited liability company" or "limited company" or their abbreviations "L.L.C." or "L.C." if not so contained in the name at present.)
2. Delaware 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. March 26, 1999 5. March 25, 2099
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. March 29, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502 and 817.155, F.S.))
7. 2626 Cole Avenue, Suite 700, Dallas, Texas 75204

(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:
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EFO C-Land Investors, L.P.	MGRM		
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2626 Cole Avenue, Suite 700			
Dallas, Texas 75204			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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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:

EFO Land GenPar, 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.

CORPORATION SERVICE COMPANY

Richard J. Mills ASST. V.P.
Richard J. Mills (Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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

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The undersigned member or authorized representative of a member of EFO Land GenPar, LLC

_____ certifies:

- 1) the above named limited liability company has at least ^{one} ~~two~~ members;
- 2) the total amount of cash contributed by the member(s) is \$ 115,200;
- 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 \$ 115,200.
(This total includes amounts from 2 and 3 above.)

EFO C-LAND INVESTORS, L.P.

By: EFO Realty Sponsor Fund, L.P., its general partner

By: RSF Gen Par, L.P., its general partner

By: Mahowald Group II, LLC, its general partner

By: ✓

Name:

Title:

Chris Mahowald
President
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.)

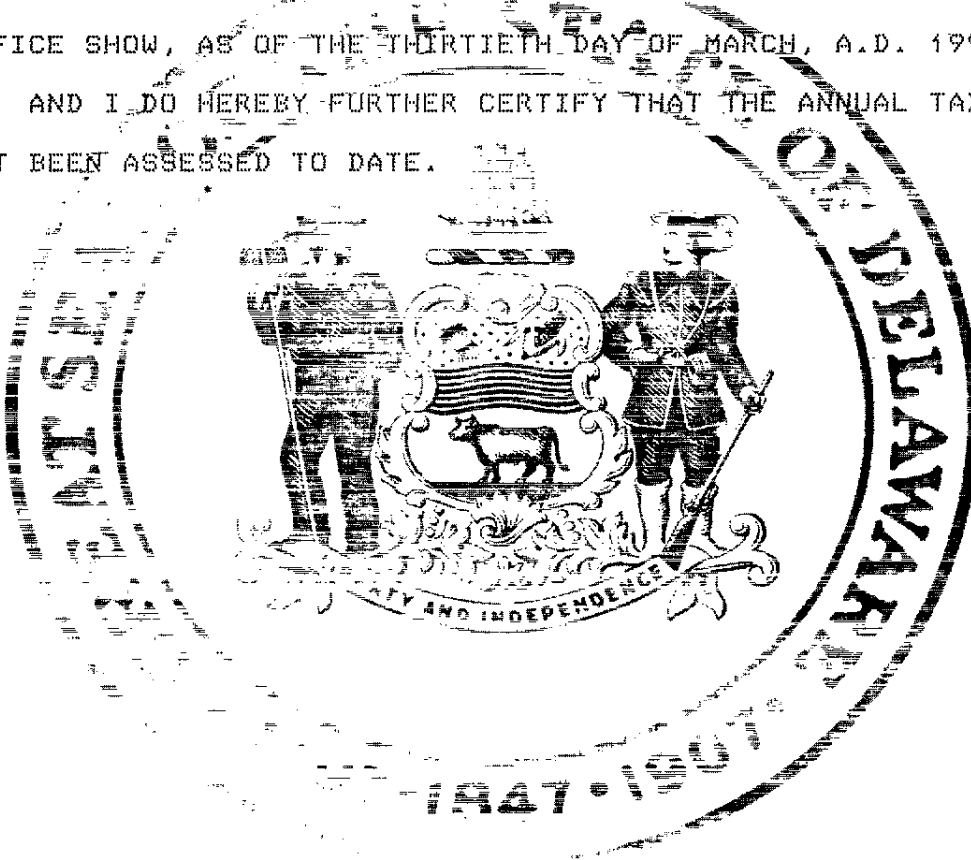
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EFO LAND GENPAR, 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 THIRTIETH DAY OF MARCH, A.D. 1999.

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



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DIVISION OF CORPORATIONS
99 APR -8 AM 11:35



Edward J. Freel

Edward J. Freel, Secretary of State

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991123307

AUTHENTICATION:

9659077

DATE:

03-30-99