



THE UNITED STATES
CORPORATION
COMPANY

M99000000802

ACCOUNT NO. : 072100000032

REFERENCE : 258313 4304492

AUTHORIZATION : *Patricia Pyjot*

COST LIMIT : \$ 293.75

ORDER DATE : May 28, 1999

ORDER TIME : 9:46 AM

ORDER NO. : 258313-005

CUSTOMER NO: 4304492

8000002890678--4

CUSTOMER: Ruth Cordes, Legal Assistant
Rudnick & Wolfe Law Offices
Suite 1800
203 North Lasalle Street
Chicago, IL 60601

FOREIGN FILINGS

NAME: OSCEOLA COUNTY APARTMENTS,
L.L.C.

(5)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN - 1 AM 11:49

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

BN
6/1/99

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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. Osceola County Apartments, L.L.C.
(Name of foreign limited liability company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 36-4169538
(FEI number, if applicable)
4. 4-14-99
(Date of Organization)
5. 12-31-2049
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 200 West Madison Street, Suite 3700, Chicago, Illinois 60606
(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:
<u>Pritzker Residential</u>	<u>MGRM</u>	<u></u>	<u></u>
<u>Equities, L.P., a</u>		<u></u>	
<u>Delaware limited</u>		<u></u>	
<u>partnership</u>		<u></u>	
<u>200 West Madison Street</u>		<u></u>	
<u>Suite 3700</u>		<u></u>	
<u>Chicago, IL 60606</u>		<u></u>	
<u></u>		<u></u>	
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Osceola County
Apartments, L.L.C. certifies:

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- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 0;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$ 30,000,000.
(This total includes amounts from 2 and 3 above.)

PRITZKER RESIDENTIAL EQUITIES, L.P., Sole Member
By: PRE GP, Inc., its General Partner

By: 

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.)

Robbin Cohen, Vice President

Typed or printed name of signee

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.

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1. The name of the Limited Liability Company is:

Osceola County Apartments, L.L.C.

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: Judith S. Blaneett

(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OSCEOLA COUNTY APARTMENTS, 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-EIGHTH DAY OF MAY, A.D. 1999.

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

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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: