



THE UNITED STATES
CORPORATION
COMPANY

99000001169

ACCOUNT NO. : 072100000032

REFERENCE : 314519 4381472

AUTHORIZATION :

COST LIMIT :

Patricia Pizito
\$ 346.25

ORDER DATE : July 21, 1999

ORDER TIME : 3:19 PM

ORDER NO. : 314519-110

CUSTOMER NO: 4381472

400002938064--5

CUSTOMER: Ms. Laurie Bergstresser
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

FOREIGN FILINGS

NAME: CED API-II HOLDINGS, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
99 JUL 21 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUL 21 PM 3:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

52
7-28-99

11/11/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 22, 1999

CSC

SUBJECT: CED API-II HOLDINGS, L.L.C.
Ref. Number: W99000016856

We have received your document for CED API-II HOLDINGS, L.L.C. and the authorization to debit your account in the amount of \$346.25. However, the document has not been filed and is being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 399A00037437

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99 JUL 27 PM 3:56

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT

Please give original
submission date as file date.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

**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. CED API-II Holdings, 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. Iowa
(Jurisdiction under the law of which foreign limited liability company is organized)
3. Applied For
(FEI number, if applicable)
4. 05/25/99
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1551 Sandspur Road
Maitland, Florida 32751
(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>CED Capital Holdings,</u>	<u>MGRM</u>		
<u>L.L.C., an Iowa limited</u>			
<u>liability company</u>			
<u>699 Walnut, Suite 1700</u>			
<u>Des Moines, IA 50309-3945</u>			

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**

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:

CED API-III Holdings, L.L.C.

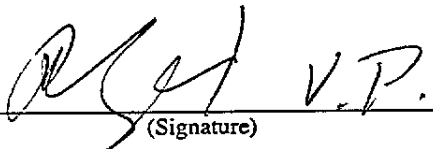
2. The name and the Florida street address of the registered agent and office are:

B&C Corporate Services of Central Florida, Inc.
(Name)

390 N. Orange Avenue, Suite 1100
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Orlando FL 32801
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.


(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

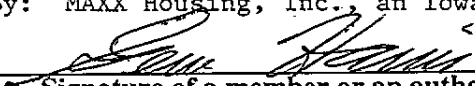
FILED

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

The undersigned member or authorized representative of a member of _____
CED API-II Holdings, L.L.C. 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 \$1,005,000 ;
- 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.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$1,005,000 .
(This total includes amounts from 2 and 3 above.)

CED Capital Holdings, L.L.C., an Iowa limited liability company, Member
By: CED Holdings, L.P., an Iowa limited partnership, Member
By: MAXX Housing, Inc., an Iowa corporation, 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.)

Name: Gene Harris Title: President

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

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TALLAHASSEE, FLORIDA

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CLERK OF COURT
JUL 21 2009
CLERK OF COURT

IOWA

No. 00103209
Date: 06/23/1999

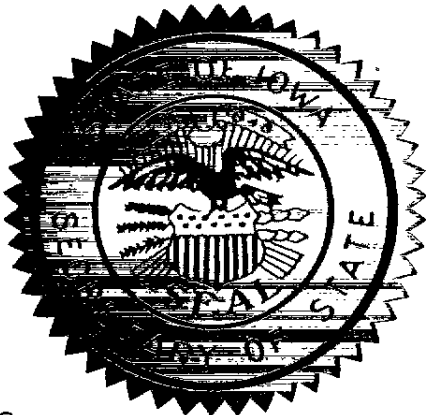
490DLC-0002 **SECRETARY OF STATE**

AMERUS PROPERTIES INC.
LINDA ANDREINI
699 WALNUT STE 1700
DES MOINES, IA 50309

CERTIFICATE OF EXISTENCE

Name: CED API-II HOLDINGS, L.L.C.
Begin date: 19990525
Expiration: PERPETUAL

I, CHESTER J. CULVER, secretary of state of the state of Iowa, custodian of the records of limited liability companies, certify that the limited liability company named on this certificate was duly organized under the laws of Iowa on the date printed above, that all fees required by the Iowa Limited Liability Company Act have been paid, and that articles of dissolution have not been filed.



CHESTER J. CULVER SECRETARY OF STATE



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