



THE UNITED STATES
CORPORATION
COMPANY

M9900000/352

ACCOUNT NO. : 072100000032

REFERENCE : 352093 4303829

AUTHORIZATION :

COST LIMIT : \$ 337.50

ORDER DATE : August 24, 1999

ORDER TIME : 2:49 PM

ORDER NO. : 352093-015

CUSTOMER NO: 4303829

CUSTOMER: Barbara B. Erwin, Legal Asst
Shaw, Pittman, Potts &
2300 N Street, N.W.

600002971586--3

Washington, DC 20037

FOREIGN FILINGS

NAME: TURTLE RUN AT CORAL SPRINGS
L.L.C.

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

Patricia Pitt

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

99 AUG 25 AM 8:41

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 26 PM 3:50

RECEIVED

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. Turtle Run at Coral Springs 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. Delaware 3. n/a
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. August 24, 1999 5. 30 years - August 24, 2029
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. upon approval of this application
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 7670 South Chester St., Suite 100
Englewood, Colorado 80112
(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>Archstone Communities</u>	<u>Member</u>		
<u>Trust, 7670 South Chester</u>			
<u>Street, Suite #100,</u>			
<u>Englewood, CO 80112</u>			

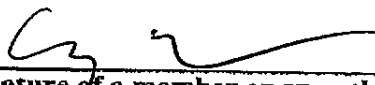
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language,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

FILED
99 AUG 26 AM 8:41
TALLAHASSEE, FLORIDA

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

The member or authorized representative of a member of Turtle Run at Coral
Springs 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 \$ 100 ;
- 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 \$ 20,000,000 .
(This total includes amounts from 2 and 3 above.)



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.)

Archstone Communities Trust, Charles E. Mueller, Jr., Chief Financial Officer
Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

FILED
29 AUG 26 AM 8:41
CLERK 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:

Turtle Run at Coral Springs 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. Blancett

(Signature)

Judith S. Blancett, as agent

Filing Fee: \$ 35 for Designation of Registered Agent

RECEIVED
FALLAHASSEE, FLORIDA

99 AUG 26 AM 8:41

FILED

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TURTLE RUN AT CORAL SPRINGS 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-FOURTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TURTLE RUN AT CORAL SPRINGS L.L.C." WAS FORMED ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID LIMITED LIABILITY COMPANY IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel

Edward J. Freel, Secretary of State

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991353762

AUTHENTICATION: 9937468

DATE: 08-24-99