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ACCOUNT NO. : 072100000032

REFERENCE : 497588 4324011

AUTHORIZATION :

COST LIMIT : \$ 230.00

Patricia P. Pitt

ORDER DATE : November 30, 1999

ORDER TIME : 3:32 PM

ORDER NO. : 497588-040

800003061158--8

CUSTOMER NO: 4324011

CUSTOMER: Sherry A. Baldwin, Legal Asst
Winstead, Sechrest & Minick
1201 Elm Street
5400 Renaissance Tower
Dallas, TX 75270

FOREIGN FILINGS

NAME: WEC 99I-12, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX (3) CERTIFIED COPY
PLAIN STAMPED COPY
XX (3) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

RECEIVED
99 DEC -3 PM 4:41
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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99 DEC -3 AM 10:04
DEPT. OF STATE
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. WEC 99I-12 LLC
(Name of foreign limited liability company)
2. Delaware 3. applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)
4. November 1999 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. December 15, 1999
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 15601 Dallas Parkway, Suite 400, Dallas, Texas 75001
(Street address of principal office)

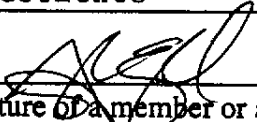
8. If limited liability company is a manager-managed company, check here ☒
9. The usual business addresses of the managing members or managers are as follows:

See attached schedule

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction 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.)

11. Nature of business or purposes to be conducted or promoted in Florida: _____
Real estate investments


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Greg L. England, Vice President of Wolverine Holding Company,
as General Partner of Wolverine Equities Company 99I L.P., Member
Typed or printed name of signee

MANAGERS

<u>Name</u>	<u>Address</u>
James C. Leslie	15601 Dallas Parkway, Suite 400 Dallas, Texas 75001
A. Brant Bryan	15601 Dallas Parkway, Suite 400 Dallas, Texas 75001
Greg L. England	15601 Dallas Parkway, Suite 400 Dallas, Texas 75001
David H. Shipley (Independent Manager)	708 Twin Creeks Drive Allen, Texas 75013
Clifford T. Fullerton (Independent Manager)	121 LaCosta Court Garland, Texas 75044

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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:

WEC 99I-12 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

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TALLAHASSEE FLORIDA

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 as provided for in Chapter 608, F.S..

Laura R. Dunlap
(Signature)

Laura R. Dunlap
as its agent

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEC 99I-12 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 NOVEMBER, A.D. 1999.

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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11-30-99

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: