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Corporation(s) Name

00 JUN -8 AM 10:51
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
GBP Services, Inc.

☒ Profit Articles
☐ Nonprofit

☐ Amendment

☐ Merger

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*****8.75 *****8.75

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

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Carol Clark

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T. SMITH JUN 08 2000

ARTICLES OF INCORPORATION

OF

GBP SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act ("FBCA"), hereby adopts the following Articles of Incorporation (the "Charter"):

ARTICLE I: NAME

The name of the corporation (the "Corporation") is:

GBP Services, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is c/o Gables Residential Trust, 2859 Paces Ferry Road, Overlook III, Suite 1400, Atlanta, GA 30339.

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ARTICLE III: SHARES

The aggregate number of shares of stock which the Corporation shall have the authority to issue is ten thousand (10,000), initially consisting of (i) five hundred (500) shares of Class A Common Stock, par value \$.01 per share, and (ii) nine thousand five hundred (9,500) shares of Class B Common Stock, par value \$.01 per share. The preferences, limitations, and relative rights of the Class A Common Stock and Class B Common Stock shall be identical except that (unless and to the extent otherwise required by law) the holders of Class B Common Stock shall have no right to vote for the election of directors or for any other purpose or consent in lieu thereof and shall not be entitled to receive notice of any meeting of stockholders, and all voting rights shall be vested entirely in the holders of Class A Common Stock.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The Registered Agent of the Corporation is Deborah L. Fish, whose address is 6551 Park of Commerce Boulevard, Suite 100, Boca Raton, Florida 33487. Said Registered Agent is a Florida resident.

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Name: Cindy S. Oh
Address: Goodwin, Procter & Hoar LLP, Exchange Place, 53 State Street, Boston,
 MA 02109-2881

ARTICLE VI: RIGHTS OF STOCK

No stockholder of the Corporation shall have any preferential or pre-emptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Board of Directors from time to time may determine.

ARTICLE VII: BOARD OF DIRECTORS

The Corporation shall have a Board of Directors consisting of three (3) directors, which number may be increased or decreased in accordance with the Bylaws of the Corporation, but shall never be less than the number required by Section 607.0803 of the FBCA, as amended from time to time. The name of the initial directors, who shall act as such until the first annual meeting of the stockholders or until their respective successors are duly elected and qualified, are:

Chris D. Wheeler
Marvin R. Banks, Jr.
C. Jordan Clark

ARTICLE VIII: RIGHTS AND POWERS OF CORPORATION,
BOARD OF DIRECTORS AND OFFICERS

In carrying on its business or for the purpose of attaining or furthering any of its objects, the Corporation shall have all of the rights, powers and privileges granted to corporations by the laws of the State of Florida, as well as the power to do any and all acts and things that a natural person or partnership could do as now or hereafter authorized by law, either alone or in partnership or conjunction with others. In furtherance and not in limitation of the powers conferred by statute, the powers of the Corporation and of the directors and stockholders shall include the following:

8.1 Any director or officer individually, or any firm of which any director or officer may be a member, or any corporation or association of which any director or officer may be a director or officer or in which any director or officer may be interested as the holder of any amount of its Stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and, in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated; provided, however, that (a)

such fact shall have been disclosed or shall have been known to the Board of Directors or the committee thereof that approved such contract or transaction and such contract or transaction shall have been approved or ratified by the affirmative vote of a majority of the disinterested directors, or (b) such fact shall have been disclosed or shall have been known to the stockholders entitled to vote, and such contract or transaction shall have been approved or ratified by a majority of the votes cast by the stockholders entitled to vote, other than the votes of shares owned of record or beneficially by the interested director or corporation, firm or other entity, or (c) the contract or transaction is fair and reasonable to the Corporation. Any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or were not so interested or were not a member of a firm so interested.

8.2 The Corporation reserves the right, from time to time, to make any amendment to its Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Charter, of any outstanding stock; provided, however, that Article III and Section 8.2 and Section 8.3(d) of Article VIII may only be amended by the unanimous vote of the holders of the Class A Common Stock of the Corporation.

8.3 Except as otherwise provided in the Charter or the Bylaws of the Corporation, as amended from time to time, the business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have and may exercise all the rights, powers and privileges of the Corporation except only for those that are by law, the Charter or the Bylaws of the Corporation, conferred upon or reserved to the stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

(a) To authorize the issuance from time to time of shares of the Corporation's stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as said Board of Directors deems advisable, subject to such restrictions or limitations, if any, as may be set forth in the Charter or in the Bylaws of the Corporation;

(b) By Articles of Amendment, to classify or reclassify any unissued shares by fixing or altering in any one or more aspects, before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, qualifications, dividends or the terms or conditions of redemption of those shares, including but not limited to the reclassification of unissued common shares to preferred shares or unissued preferred shares to common shares or the issuance of any rights plan or similar plan;

(c) To borrow and raise money, without limit and upon terms, for any corporate purposes; and, subject to applicable law, to authorize the creation, issuance, assumption, or guaranty of bonds, debentures, notes, or other evidences of indebtedness for money so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, determines,

and to secure the payment of principal, interest, or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, all or any part of the properties, assets, and goodwill of the Corporation then owned or thereafter acquired.

(d) To make, alter, amend, change, add to or repeal the Bylaws of the Corporation in accordance with the terms of the Bylaws adopted by the Board of Directors pursuant to Section 607.0206 of the FBCA; and

(e) To the extent permitted by law, to declare and pay dividends or other distributions to the stockholders from time to time out of the earnings, earned surplus, paid-in surplus or capital of the Corporation, notwithstanding that such declaration may result in the reduction of the capital of the Corporation. In connection with any dividends or other distributions upon the common stock, the Corporation need not reserve any amount from such dividend or other distributions to satisfy any preferential rights of any stockholder.

ARTICLE IX: INDEMNIFICATION

The Corporation shall have the power to the maximum extent permitted by Florida law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (a) any individual who is a present or former director or officer of the Corporation or (b) any individual who, while a director of the Corporation and at the request of the Corporation, serves or has served as a director, officer, partner or trustee of another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise from and against any claim or liability to which such person may become subject or which such person may incur by reason of his status as a present or former director or officer of the Corporation.

ARTICLE X: LIMITATION OF LIABILITY

To the full extent permitted under the FBCA as in effect on the date of filing these Articles of Incorporation or as the FBCA is thereafter amended from time to time, no director or officer shall be liable to the Corporation or any stockholder of the Corporation for money damages for any breach of any duty owed by such director or officer to the Corporation. Neither the amendment or the repeal of this Article, nor the adoption of any other provision in the Corporation's Charter inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director or officer of the Corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen, prior to such amendment, repeal or adoption.

[Remainder of page left blank intentionally]

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and I
acknowledge the same to be my act on this 2nd day of June, 2000.

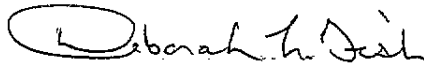
GBP SERVICES, INC.

By: 
Cindy S. Oh, Incorporator

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I, Deborah L. Fish of 6551 Park of Commerce Boulevard, Suite 100, Boca Raton, Florida, 33487, hereby consent to serve as the registered agent of GBP Services, Inc.

Sincerely,



Deborah L. Fish

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