

P96000017302



ACCOUNT NO. : 072100000032

REFERENCE : 057032 5016742

AUTHORIZATION *Patricia Pignatelli*

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 1996

ORDER TIME : 12:54 PM

3000001723373

ORDER NO. : 057032

CUSTOMER NO: 5016742

CUSTOMER: Mr. David E. Miller
TARRAGON REALTY ADVISORS, INC.

200 Park Avenue - East Building
20th Floor
New York, NY 10017

DOMESTIC FILING

NAME: IS II ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

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CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

FILE
DIVISION OF CORPORATION
96 FEB 23 PM 3:06
96 FEB 23 AM 11:42
TALLAHASSEE, FLORIDA
RECEIVED
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2/26/96

ARTICLES OF INCORPORATION

OF

IS II ASSOCIATES, INC.

FILED

96 FEB 23 AM 11:42

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The Corporate name for the corporation (hereinafter called the "corporation") is IS II Associates, Inc.,

SECOND: The street address, wherever located, of the principal office of the corporation is Investors General, Inc., 280 Park Avenue, East Building, 20th Floor, New York, New York 10017.

The mailing address, wherever located, of the corporation is 280 Park Avenue, East Building, 20th Floor, New York, New York 10017.

THIRD: The number of shares that the corporation is authorized to issue is 200, all of which are of a par value of \$.01 dollars each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

David E. Miller

ADDRESS

280 Park Avenue
East Building, 20th Floor
New York, New York 10017

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have

been required and if their reissue is not prohibited, and any and all such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purpose for which the corporation is organized, subject to the provisions to article 2.01 of the Florida Business Corporation Act, is to acquire, manage, own and hold the General Partnership interest in IS II Rolling Hills Associates, Ltd., IS II Northside Associates, Ltd., IS II Seville Associates, Ltd. and IS II Landings Associates, Ltd. to act as the General Partner in such Partnerships with all of the rights, powers, obligations and liabilities of General Partner under the Limited Partnership Agreement of such Partnerships and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any Partners and Affiliates (as defined below), including, without limitation, as follows:

(a) The corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The corporation shall prepare unaudited quarterly and annual financial statements, and the corporation's financial statements shall substantially comply with generally accepted accounting principles.

(b) The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(c) The corporation shall hold itself out to the public (including any Affiliate's creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

(d) All customary formalities regarding the corporate existence of the corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

(e) The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the corporation.

(f) Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.

(g) Except as required by First Union National Bank of North Carolina or any successor to the Bank (the "Bank"), the corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Partner or any affiliate, nor shall it make any loan except as permitted in the Limited Partnership Agreement.

(h) The corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

(i) Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(j) The corporation shall not take any action if, as a result of such action, the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(k) The corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(l) All data and records (including computer records) used by the corporation or any Affiliate in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

(m) None of the corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the Common Stock or which is otherwise in control of the corporation, (ii) of which more than 50 percent of the outstanding

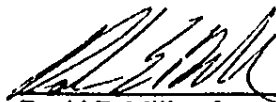
voting securities are owned beneficially, directly or indirectly, by any entity described in clause (i) above, or (iii) which is controlled by any entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

TWELFTH: The corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.

THIRTEENTH: Additionally, the corporation shall not, without the affirmative vote of 100 percent of the Board of Directors, (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity and (c) amend or modify these Articles of Incorporation.

FOURTEENTH: Notwithstanding anything to the contrary, the corporation may not amend Articles Seventh, Eleventh, Twelfth or Thirteenth hereof, so long as any indebtedness remains outstanding to the Bank by the corporation or the Partnership.

Signed on February 22, 1996


David E. Miller, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: Marcia A. Hamer
Assistant Secretary
Date: 2-23-96

FILED
96 FEB 23 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1991-1992

11. *Chrysomelidae* (10 spp.)

[illegible]

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1. **PROBING:** *What Doed It? Why?*
 Information: Read the following passage. Write
 down four questions you can ask about
 "Public Access".
 Next, read the "Public Access"

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ARTICLES OF AGREEMENT REGISTERED ARTICLES OF INCORPORATION

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CONTACT PERSON: Christine A. Briggs

CHAPTER 9. ARTICLES

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96 MAR 11 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 MAR 11 PM 2:30

2010-11-11 PM12:09
961211 PM12:09
-11/11/2010 PM12:09

2011/11/25

3/12
J. J. Arnold
CWS

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
IS II ASSOCIATES, INC.**

FILED
96 MAR 11 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.10006, Florida Statutes, IS II Associates, Inc. (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article ELEVENTH of the Articles of Incorporation has been amended to read as follows:

ELEVENTH: The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any Partners and Affiliates (as defined below), including, without limitation, as follows:

(a) The corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The corporation shall prepare unaudited quarterly and annual financial statements, and the corporation's financial statements shall substantially comply with generally accepted accounting principles.

(b) The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(c) The corporation shall hold itself out to the public (including any Affiliate's creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

(d) All customary formalities regarding the corporate existence of the corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

(e) The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the corporation.

(f) Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.

(g) Except as required by First Union National Bank of North Carolina or any successor to the Bank (the "Bank"), the corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Partner or any affiliate, nor shall it make any loan except as permitted in the Limited Partnership Agreement.

(h) The corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

(i) Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(j) The corporation shall not take any action if, as a result of such action, the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(k) The corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(l) All data and records (including computer records) used by the corporation or any Affiliate in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

(m) None of the corporation's funds shall be invested in securities issued by any Affiliate.

(n) At least one of the directors of the corporation (the "Independent Director") shall be a person who is not and has not within the past 3 years been, an officer, director, employee or 10 percent stockholder of any Partner of the Partnerships set forth in Article Seventh of the Corporation's Articles of Incorporation or any Affiliate.

"Affiliate" means any person or entity other than the corporation (i) which owns beneficially, directly or indirectly, more than 50 percent of the outstanding shares of the Common Stock or which is otherwise in control of the corporation, (ii) of which more than 50 percent of the outstanding voting securities are owned beneficially, directly or indirectly, by any entity described in clause (i) above, or (iii) which is controlled by any entity described in clause (i) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

2. The date of adoption of the aforesaid amendment was March 1, 1996.

3. The amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

EXECUTED ON the 8th day of March, 1996.

IS II ASSOCIATES, INC.

By: John A. Doyle

John A. Doyle, its president

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0391 FAX

800-342-8086



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P96000017302

ACCOUNT NO. : 072100000032

REFERENCE : 964248 5016742

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 35.00

ORDER DATE : May 23, 1996

ORDER TIME : 11:10 AM

ORDER NO. : 964248

CUSTOMER NO: 5016742

200001836812

CUSTOMER: Mr. David E. Miller
Tarragon Realty Advisors, Inc.
280 Park Avenue - East Buildin
20th Floor
New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: IS II ASSOCIATES, INC.

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

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CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

5/23

Amend.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 MAY 23 PM 2:09

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DIVISION OF CORPORATION

96 MAY 23 PM 12:11

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95 MAY 23 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Business Corporation Act
Articles of Amendment to (S)

1. Article VII of the Articles of Incorporation has been amended to read as follows:

ARTICLE VII

Principal Office, Mailing Address, and Address of Registered Office and Registered Agent.

The street address, wherever located, of the principal office of the Corporation is 1226 Commerce Street, Suite 300, Dallas, Texas 75202-4328. The mailing address, wherever located, of the Corporation is 1226 Commerce Street, Suite 300, Dallas, Texas 75202-4328.

The street address of the registered office of the Corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301. The name of the registered agent of the Corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

2. The date of adoption of the aforesaid amendment was May 16, 1996.
3. The designation of the voting group of shareholders entitled to vote on the said amendments is the holders of common stock.
4. The said number of votes cast for the said amendments by the said voting group was sufficient for the approval thereof.

EXECUTED ON the 16th day of May, 1996.

IS II ASSOCIATES, INC.

By: John A. Doyle
John A. Doyle, its president

STATE OF NEW YORK
COUNTY OF NEW YORK

This instrument was acknowledged before me this 16th day of May, 1996, by John A. Doyle, president of IS II Associates, Inc.

DAVID E. MILLER
Notary Public, State of New York
No. 489963
Qualified in New York County
Commission Expires Aug. 3, 19