

P97000086971



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 557737 7110083

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pyjot

ORDER DATE : October 8, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 557737-015

CUSTOMER NO: 7110083

10000014891--8

CUSTOMER: Mr. David Miller - 7110083
INVESTORS GENERAL, INC.

1226 Commerce Street
Suite 300
Dallas, TX 75202-4328

FILED
OCT - 8 PM 1:53
DALLAS, TEXAS
SECRETARY OF STATE

DOMESTIC FILING

NAME: IS VII ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS:

68N OCT - 8 1997

ARTICLES OF INCORPORATION

OF

IS VII ASSOCIATES, INC.

FILED
97 OCT -8 PM 1:53
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 VII Associates, Inc.

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

The mailing address, wherever located, of the Corporation is 1226 Commerce Street, Suite 300, Dallas, Texas 75202.

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

775 Park Avenue, Suite 255
Huntington, New York 11743

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 of article 2.01 of the Florida Business Corporation Act shall consist solely of the following:

(i) To acquire a general partnership interest in and act as the general partners of Falcon House Associates, Ltd., a Florida limited partnership and Westwood Parc Associates, Ltd., a Florida limited partnership (collectively, the "Partnerships"), which are engaged solely in the ownership, operation and management of the real estate projects known respectively as Falcon House Apartments, located in Ft. Walton Beach, Florida and Westwood parc Apartments located in Leon County, Florida (collectively, the "Property"), pursuant to and in accordance with these Articles of Incorporation and the Partnerships' Limited Partnership Agreements; and

(ii) to engage in such other lawful activities permitted to corporations by the Florida Business Corporation Act as are incidental, necessary or appropriate to the foregoing.

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:

- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;

- (c) hold regular Board of Directors and stockholders meetings, as appropriate, to conduct the business of the Corporation, and observe all corporate formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationary, invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume, guarantee or pay the debts or obligations of any other person.

TWELFTH: Notwithstanding any other provision of these Articles and any provision of law that otherwise so empowers the Corporation, the Corporation shall not, without the unanimous consent of the Board of Directors, do any of the following:

- (i) engage in any business or activity other than those set forth in Article SEVEN or cause or allow the Partnerships to engage in any business or activity other than as set forth in its respective Limited Partnership Agreement;
- (ii) incur any indebtedness or assume or guaranty any indebtedness of any other entity, other than the first lien mortgage indebtedness incurred in connection with the refinancing of the Property (the "Mortgage") and normal trade accounts payable in the ordinary course of business;
- (iii) cause the Partnerships to incur any indebtedness or to assume or guaranty any indebtedness of any other entity, other than the Mortgage indebtedness permitted thereunder, and normal trade accounts payable in the ordinary course of business;
- (iv) dissolve or liquidate, in whole or in part;
- (v) cause or consent to the dissolution or liquidation, in whole or in part, of the Partnerships;

- (vi) consolidate or merge with or into any other entity or convey or transfer or lease its property and assets substantially as an entirety to any entity;
- (vii) cause the Partnerships to consolidate or merge with or into any other entity or convey or transfer or lease its Property and assets substantially as an entirety to any entity;
- (viii) with respect to the Corporation or the Partnerships, institute proceedings or be adjudicated bankrupt or insolvent, or consent to the institution of insolvency proceedings against it, or file a petition seeking or consenting 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 the Partnerships or a substantial part of property of the Corporation or the Partnerships, 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 corporate action in furtherance of any such action;
- (ix) amend alter or modify Articles SEVEN, ELEVEN or TWELVE of the Articles of Incorporation of the Corporation or approve an amendment of Article SECOND or SEVENTEEN of the Partnerships' Agreements governing the Partnerships;
- (x) withdraw as general partner of the Partnerships.

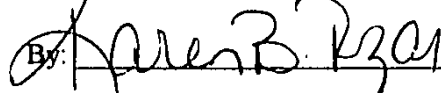
In addition to the foregoing, the Corporation shall not, without the written consent of the holder of the Mortgage so long as it is outstanding, take any action set forth in items (i) through (vii) and items (ix) and (x).

Signed on October 2, 1997


 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: 
 Date: 10.8.97

FILED
 97 OCT 8 PM 1:54
 TALLAHASSEE, FLORIDA