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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/06/99--01041--004
*****70.00 *****70.00

SUBJECT: AMERICAN CAMPUS PROPERTIES, INC.

Enclosed is an original and one copy of the Articles of Incorporation and a check for:

☒ \$70.00 Filing Fee
☐ \$78.75 Filing Fee & Certificate
☐ \$122.50 Filing Fee & Certified Copy
☐ \$131.25 Filing Fee, Certified Copy & Certificate

FROM:
John T. Manhire
1133 Louisiana Avenue, Suite 200
Winter Park, FL 32789
(407) 539-1007

FILED
99 OCT -6 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FL 32314

10-11
WC

**ARTICLES OF INCORPORATION OF
AMERICAN CAMPUS PROPERTIES, INC.**

FILED
99 OCT -6 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE ONE.
NAME**

The name of the corporation is AMERICAN CAMPUS PROPERTIES, INC.

**ARTICLE TWO.
PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789.

**ARTICLE THREE.
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE FOUR.
PURPOSES**

The general purposes for which the corporation is organized are:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the business of the corporation.
2. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

**ARTICLE FIVE.
CAPITALIZATION**

The total number of authorized shares of the capital stock of this corporation is 60,000,000 shares, divided into two classes, common stock and preferred stock. The total number of shares of common stock authorized is 50,000,000 shares. The total number of shares of preferred stock authorized is 10,000,000 shares.

**ARTICLE SIX.
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789, and the name of its initial registered agent at such address, is D. Porter Spangler.

ARTICLE SEVEN.
DIRECTORS

The number of directors constituting the corporation's initial board of directors is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
John T. Manhire	6124 St. Ives Blvd., Orlando, FL 32819
D. Porter Spangler	1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789

ARTICLE EIGHT.
INCORPORATORS

The name and address of each incorporator is:

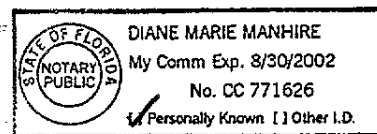
Name	Address
John T. Manhire	6124 St. Ives Blvd., Orlando, FL 32819
D. Porter Spangler	1133 Louisiana Avenue, Suite 200, Winter Park, FL 32789

Executed by the undersigned at on October 1, 1999.

John T. Manhire
JOHN T. MANHIRE

D. Porter Spangler
D. PORTER SPANGLER

STATE OF FLORIDA }
COUNTY OF ORANGE }



Before me, the undersigned authority, personally appeared John T. Manhire and D. Porter Spangler who after being duly sworn, acknowledge that each executed the above Articles of Incorporation for the purposes expressed in them on October 1, 1999.

[Seal]

Diane M Manhire
Notary Public—State of Florida

My Commission Expires: 8/30/02

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Florida Statutes §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

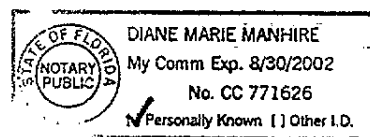
1. Name of the corporation: AMERICAN CAMPUS PROPERTIES, INC.
2. Name and address of the registered agent and office:

D. PORTER SPANGLER
1133 LOUISIANA AVENUE, SUITE 200
WINTER PARK, FLORIDA 32789

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated: October 1, 1999

Signature of Registered Agent: *D. Porter Spangler*
D. PORTER SPANGLER



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99 OCT -6 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FL