

File Number 5877-668-8

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COOK COUNTY RECORDER

Property of Cook County Clerk's Office
State of Illinois
Office of
The Secretary of State

2600
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Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF CONTINENTAL EDGEWOOD CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF NEVADA HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

96258256

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 22ND day of MARCH A.D. 19 96 and of the Independence of the United States the two hundred and 20TH



George H Ryan

Secretary of State

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Form **BCA-13.15**

(Rev. Jan. 1995)

APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62758
Telephone (217) 782-1834

This space for use by Secretary of State

FILED

This space for use by
Secretary of State

Date 3/22/96
 License Fee \$
 Franchise Tax \$25.00
 Filing Fee \$75.00
 Penalties \$
 Approved [Signature] \$100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

MAR 22 1996

GEORGE H. RYAN
SECRETARY OF STATE

1. (a) CORPORATE NAME: CONTINENTAL EDGEWOOD CORPORATION

(Complete item 1 (a) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Nevada

(b) Date of Incorporation: February 26, 1996

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: 10670 North Central Expressway, Suite 600
(b) Address of principal office in Illinois: None
(if none, so state)

Dallas, Texas 75211

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T Corporation System
First Name Middle Name Last Name

Registered Office c/o C T Corporation System, 208 S. La Salle Street
Number Street Suite #
Chicago 60604 Cook
City Zip Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

EXPEDITED

6. Names and residential addresses of officers and directors:

MAR 22 1996

5877-668-8

Name	No. & Street	City	State
President	<u>see attached list of officers</u>		
Secretary	<u>see attached list of officers</u>		
Director	<u>RANDALL M. PAULSON, 10670 NORTH CENTRAL EXPRESSWAY, SUITE 600, DALLAS, TEXAS</u>		
Director	<u>ROBERT A. WALDMAN, 10670 NORTH CENTRAL EXPRESSWAY, SUITE 600, DALLAS, TEXAS</u>		
Director	_____		

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7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

The Corporation's business and purpose shall consist solely of the following: (i) The acquisition, ownership, operation and management of the real estate project known as the Edewood Apartments, located in Cook County, Illinois (the "Property"), pursuant to and in accordance with these Articles of Incorporation; and (ii) to engage in such other lawful activities permitted to corporations by the General Corporation Law of the State of Nevada as are incidental, necessary or appropriate to the foregoing, to the extent permitted by the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common	common	\$1.00	1,000	1,000

9. Paid-in Capital: \$1,000

1,000,000

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$1,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$1,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$1,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$1,000

11. Interrogatories: (Important - this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Office: 10670 North Central Expressway, Suite 600, Dallas, Texas 75231.
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? NO 96258256
- (e) If the answer to Item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**)

Dated March 18, 19 96 CONTINENTAL EDGEWOOD CORPORATION
(Exact Name of Corporation)

attested by Cheryl Weaver by Will Fulton
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Cheryl Weaver, Assistant Secretary Will Fulton, Vice President
(Type or Print Name and Title) (Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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Appendix to Illinois
Application for Certificate of Authority to Transact Business in Illinois

Officers of CONTINENTAL EDGEWOOD CORPORATION

1. Randall M. Paulson, President
10670 North Central Expressway, Suite 600
Dallas, Texas 75231
2. Will Fulton, Vice President
10670 North Central Expressway, Suite 600
Dallas, Texas 75231
3. Robert A. Waldman, Secretary
10670 North Central Expressway, Suite 600
Dallas, Texas 75231
4. Drew D. Potera, Treasurer
10670 North Central Expressway, Suite 600
Dallas, Texas 75231
5. Cheryl Weaver, Assistant Secretary
10670 North Central Expressway, Suite 600
Dallas, Texas 75231

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EXPEDITED SECRETARY OF STATE

MAR 25 1998

EXP. FEES \$ 25

COPY - CERT. \$ 10

RECORDING DESK
BOX 170

STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of FOUR pages, as taken from the original on file in this office.



George H. Ryan

GEORGE H. RYAN
SECRETARY OF STATE

DATED: March 25, 1998

BY: *[Signature]*