

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

197072

FOREIGN LIMITED PARTNERSHIP APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Kentucky Revised Statutes Chapter 362, the

CB INSTITUTIONAL FUND III

a foreign limited partnership organized under the laws of the state of

the home office address of which is 533 Fremont Avenue

Los Angeles, California 90071

hereby applies for a Certificate of Authority to transact business in the Commonwealth of Kentucky and submits the following therefor:

(1) A certified copy of its articles of partnership and all existing amendments thereto; and

ET Corporation System

(2) (a) Designates as its process agent Joshua M. Brown

whose address is 533 Fremont Avenue Los Angeles, California 90071
Ky. Home Life Bldg. Louisville, Ky. 40202

(b) Designates the same address for its registered office.

Dated December 10, 1980

COLDWELL BANKER COMMERCIAL GROUP, INC.

Vincent F. Martin, Jr.
Vice President

ORIGINAL COPY
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

Signed

Vincent F. Martin, Jr.
GENERAL PARTNER

INSTRUCTIONS

JAN 12 1981

U 357
Frances Jones Mills
SECRETARY OF STATE

1. \$35.00 filing fee must accompany the application. Make check payable to Kentucky State Treasurer.
2. Mail filing fee and application with articles of partnership to Secretary of State, Capitol Building, Frankfort, Kentucky 40601.
3. Articles of partnership must be certified by office where articles are filed for record.

Recording Requested By and Mail to:
O'Melveny & Myers
611 West Sixth Street
Los Angeles, California 90017
Attention: Katherine L. Hensley, Esq.

80- 652169

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF
LIMITED PARTNERSHIP (AS AMENDED)

FEE \$6 $\frac{4}{1}$

The undersigned, desiring to amend the Certificate of Limited Partnership for CB INSTITUTIONAL FUND III, recorded May 1, 1978 as Document No. 78-461247 under the Uniform Limited Partnership Act as set forth in Title 2, Chapter 2, of the California Corporations Code (the "Certificate of Limited Partnership"), as amended by the Certificate of Amendment recorded on March 22, 1979 as Document No. 79-316721 (the "Amendment"), hereby further amend the Certificate of Limited Partnership and the Amendment thereto to reflect the change in the name of the corporate General Partner effective May 15, 1980 and to correct a listing in the Amendment, as follows:

1. Article V of the Certificate is amended by adding an additional paragraph to read as follows:

"Effective May 15, 1980 the name of the General Partner has been changed to: 'COLDWELL BANKER COMMERCIAL GROUP, INC.'."

Except as herein expressly amended, all terms and conditions set forth in the Certificate remain unchanged.

2

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Amendment to Certificate of Limited Partnership on the 7th day of July, 1980.

General Partner

COLDWELL BANKER COMMERCIAL GROUP, INC.

Vincent F. Martin, Jr.

By

Vincent F. Martin, Jr.

Vincent F. Martin, Jr.
Senior Vice President

Limited Partners*

LEAR SIEGLER, INC. MASTER RETIREMENT TRUST

STAUFFER CHEMICAL COMPANY RETIREMENT FUND

INA CORPORATION PENSION FUND

HUGHES RETIREMENT PLAN

AMERICAN TELEPHONE & TELEGRAPH PENSION (FIRST) FUND

SAN FRANCISCO CITY AND COUNTY EMPLOYEES' RETIREMENT SYSTEM

*By COLDWELL BANKER COMMERCIAL GROUP, INC., as Attorney-in-Fact

Vincent F. Martin, Jr.

By

Vincent F. Martin, Jr.

Vincent F. Martin, Jr.
Senior Vice President

80- 652169

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On July 7, 1980, before me, the undersigned, a Notary Public in and for said state, personally appeared Vincent F. Martin, Jr., known to me to be the Senior Vice President of Coldwell Banker Commercial Group, Inc., and known to me to be the person who executed the within instrument on behalf of said Coldwell Banker Commercial Group, Inc., the corporation that executed and whose name is subscribed to the within instrument as attorney-in-fact of the Limited Partners of CB Institutional Fund III named on page 2 of the within instrument, and acknowledged to me that said corporation subscribed thereto the names of the Limited Partners of CB Institutional Fund III named on page 2 thereof as principal and that said corporation executed the within instrument in its own name as their attorney-in-fact.

WITNESS my hand and official seal.

Patricia Ann Kramer

Patricia Ann Kramer
Notary Public in and for the
State of California

My Commission Expires:

February 17, 1984



80- 652169

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On July 7, 1980, before me, the under-
signed, a Notary Public in and for said state, personally
appeared Vincent F. Martin, Jr., Senior Vice President of
Coldwell Banker Commercial Group, Inc., known to me to be the
Senior Vice President of the corporation that executed the
within instrument and the person who executed the within
instrument on behalf of such corporation, and acknowledged
to me that such corporation executed the same.

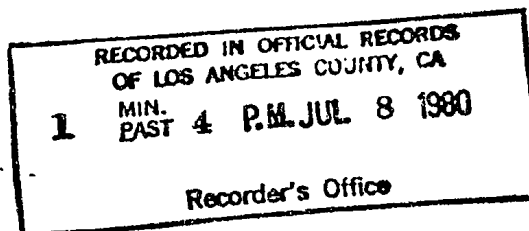
WITNESS my hand and official seal.

Patricia Ann Kramer

Patricia Ann Kramer
Notary Public in and for the
State of California

My Commission Expires:

February 17, 1984



80- 652169

This is a true certified copy of the record
if it bears the seal, imprinted in purple ink,
of the Registrar-Recorder.

JUL 10 1980

Leonard Parnick REGISTRAR-RECORDER
LOS ANGELES COUNTY, CALIFORNIA



Recording Requested By and Mail to:
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GROUP, INC.

Vincent F. Martin, Jr.

By

Vincent F. Martin, Jr.
Vincent F. Martin, Jr.
Senior Vice President

Limited Partners*

LEAR SIEGLER, INC. MASTER
RETIREMENT TRUST

STAUFFER CHEMICAL COMPANY
RETIREMENT FUND

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PENSION (FIRST) FUND

SAN FRANCISCO CITY AND COUNTY
EMPLOYEES' RETIREMENT SYSTEM

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Vincent F. Martin, Jr.
Vincent F. Martin, Jr.
Senior Vice President

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STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

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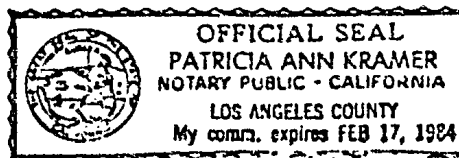
WITNESS my hand and official seal.

Patricia Ann Kramer

Patricia Ann Kramer
Notary Public in and for the
State of California

My Commission Expires:

February 17, 1984



80- 652169

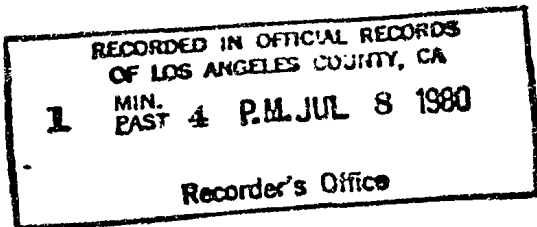
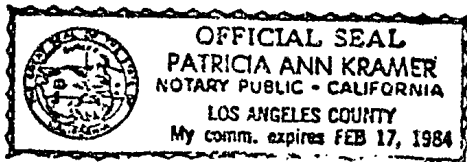
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signed, a Notary Public in and for said state, personally
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Senior Vice President of the corporation that executed the
within instrument and the person who executed the within
instrument on behalf of such corporation, and acknowledged
to me that such corporation executed the same.

WITNESS my hand and official seal.

Patricia Ann Kramer *Patricia Ann Kramer*
Notary Public in and for the
State of California

My Commission Expires:
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of the Registrar-Recorder.

JUL 10 1980

Leonard Parnot REGISTRAR-RECORDER
LOS ANGELES COUNTY, CALIFORNIA





Coldwell Banker
MANAGEMENT CORPORATION

SECRETARY OF STATE
RECEIVED

JAN 12 1981

COMMONWEALTH OF KENTUCKY

January 5, 1981

Secretary of State
Capitol Building
Frankfort, Kentucky

Attention: Corporation Department

Gentlemen:

Enclosed, please find our check in the amount of \$35.00 to record the enclosed Certified copy of Amendment of the Limited Partnership for the CB INSTITUTIONAL FUND III.

Please acknowledge recordation and receipt of this document.

Our registered agent in Kentucky is: CT Corporation System
Kentucky Home Life Building, Louisville, Kentucky 40202.

Thank you.

COLDWELL BANKER COMMERCIAL GROUP, INC.

Joshua M. Brown by JMB

Joshua M. Brown
Director of Investment Administration
Capital Management Services

JMB:jn
Enclosure