

# State of Idaho

## Department of State

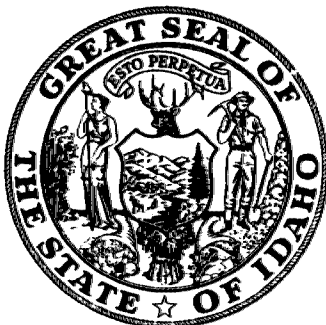
### CERTIFICATE OF REGISTRATION OF

EQUITY RESIDENTIAL PROPERTIES MANAGEMENT LIMITED PARTNERSHIP  
File Number L 2605

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of EQUITY RESIDENTIAL PROPERTIES MANAGEMENT LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to EQUITY RESIDENTIAL PROPERTIES MANAGEMENT LIMITED PARTNERSHIP to transact business in this State under the name Illinois and attach hereto a duplicate original of the Application for Registration.

Dated: December 21, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE  
By *[Signature]*

# APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

DEC 21 10 36 AM '94

To the Secretary of State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned **SECRETARY OF STATE** Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is Equity Residential Properties Management Limited  
Partnership
2. The name which it shall use in Idaho is Equity Residential Properties Management Limited  
Partnership  
*(Must include, without abbreviation, the words "Limited Partnership.")*
3. It is organized under the laws of Illinois
4. The date of its formation is July 23, 1993
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 2 N. Riverside Plaza, Chicago, Illinois 60606
6. The name and street address of its proposed registered agent in Idaho are The Prentice-Hall Corpora-  
tion Company, 877 Main Street, Boise, Idaho 83702-5858
7. The address at which a list of the names, addresses and contributions of the limited partners is kept is:  
2 N. Riverside Plaza, Chicago, Illinois 60606

The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.

8. The name and business address of each general partner are:

Name	Address
ERP Operating Limited Partnership, an Illinois limited partnership	2 N. Riverside Plaza, Chicago, IL 60606
_____	_____
_____	_____
_____	_____

(Continued on reverse)

Submit application and certificate to:

Office of the Secretary of State  
Division of Corporations  
Statehouse, Room 203  
Boise, Idaho 83720

Secretary of State use only

IDAHO SECRETARY OF STATE  
19941221 0900 50948 2  
CK #: 74723 CUST# 2617  
CORP  
1@ 120.00= 120.00

8. (Continued)

Name	Address
_____	_____
_____	_____
_____	_____
_____	_____

9. This application is accompanied by an original certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the jurisdiction under the laws of which it is organized.

Dated: December 19, 19 94.

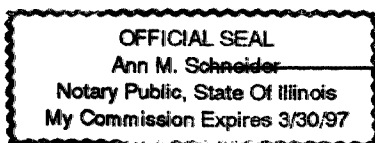
ERP Operating Limited Partnership, an Illinois limited partnership  
By: Equity Residential Properties Trust, a MD REIT, its GP

By *Ruth Pinkham Haring*  
A General Partner  
Ruth Pinkham Haring, Vice President/General Counsel

STATE OF Illinois )  
COUNTY OF Cook ) SS:

I, Ann M. Schneider, a notary public, do hereby certify that on  
this 19th day of December, 19 94, personally appeared before  
me Ruth Pinkham Haring, who being by me first duly sworn, declared that (s)he  
is a ~~general partner of~~ Vice President/General Counsel of Equity Residential Properties Trust, the GP of  
ERP Operating Limited Partnership, which is the GP of Equity Residential Properties Management Limited Partnership

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

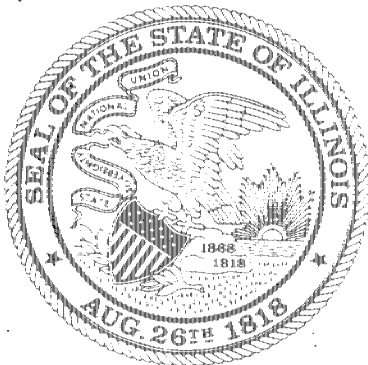


*Ann M. Schneider*  
Notary Public



**To all to whom these Presents Shall Come, Greeting:**

*I, George H. Ryan, Secretary of State of the State of Illinois,*  
*do hereby certify that* EQUITY RESIDENTIAL PROPERTIES MANAGEMENT  
LIMITED PARTNERSHIP,  
having complied with the provisions of the Revised Uniform  
Limited Partnership Act of the Illinois State statutes on  
JULY 23, 1993, is authorized and exists as an Illinois  
Limited Partnership.



**In Testimony Whereof,** *I hereto set*  
*my hand and cause to be affixed the Great Seal of*  
*the State of Illinois this* 20TH  
*day of* DECEMBER *A.D., 19* 94.

*George H. Ryan*  
\_\_\_\_\_  
SECRETARY OF STATE