

David Taylor
Requestor's Name

A03759

Address

City/State/Zip Phone #

Office Use Only

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP 15 PM 2:40

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Gemini Assoc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

900002639129--3
-09/15/98--01001--006
*****52.50 *****52.50

☐ Walk in

☒ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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98 SEP 14 PM 3:31
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TAILORMADE FILING

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Call when ready
224-2141
BK BK 7/15/98

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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September 15, 1998

JUDY TAYLOR
(224-2141)
TALLAHASSEE, FL

SUBJECT: GEMINI ASSOCIATES (LTD.)
Ref. Number: A03759

We have received your document for GEMINI ASSOCIATES (LTD.) and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$52.50 payment.

The AMENDED AND RESTATED CERTIFICATE must contain a statement that it is being filed in accordance with section 620.109, F.S.

ALSO, our records indicate that this partnership has previously declared a total anticipated limited partner contribution amount of \$10,000.00.

When I add up the amounts in Item 5, the total I get is \$17,600.00. This represents an increase of \$7,600.00.

The partnership will therefore have to file a SUPPLEMENTAL AFFIDAVIT to increase the contribution amount to \$17,600.00. The fee to file this SUPPLEMENTAL AFFIDAVIT will be \$53.20.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 798A00046623

RECEIVED
13:42 9/15/98
CORPORATIONS

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AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS
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The undersigned, COPERNICUS MANAGEMENT CORPORATION, a Florida corporation, as sole General Partner of GEMINI ASSOCIATES, LTD., a Florida limited partnership (the "partnership"), does hereby make and acknowledge this Amended and Restated Certificate of Limited Partnership on behalf of the partnership, and does hereby certify as follows:

1. This certificate shall supersede and replace all previous instruments filed of record concerning the partnership.
2. The name of the partnership is GEMINI ASSOCIATES, LTD., and its original certificate was filed of record on June 12, 1974.
3. The principal place of business of the partnership is 310 West Jefferson Street, Tallahassee, Florida 32301, or such other place as may hereafter be designated by the general partner, and its current mailing address is Post Office Box 68, Tallahassee, Florida 32302.
4. The name and address of the general partner of the partnership is COPERNICUS MANAGEMENT CORPORATION, of 310 West Jefferson Street, Tallahassee, Florida 32301, which shall serve as agent for service of process for the partnership at said address.
5. The names and addresses of the limited partners ~~of the~~ and the amounts of their capital contributions, are as follows:

Leonard Pepper	929 Live Oak Plantation Road Tallahassee, Florida 32308	\$ 7,000.00
Ragna Pepper	1224 Maple Drive Tallahassee, Florida 32301	800.00
Patricia P. Posner	1224 Maple Drive Tallahassee, Florida 32301	1,400.00
Bertha P. Williams	Route 2, Box 416 Havana, Florida 32333	2,400.00
Rita P. Ames	12 South View Street Pleasantville, New York 10570	2,400.00

Jeffrey W. Pepper 1118 Lothian Drive
Tallahassee, Florida 32312

Michael T. Pepper 1529 East Indianhead Drive
Tallahassee, Florida 32301

3,000.00

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600.00

6. The term for which the partnership shall exist is from January 1, 1973, until dissolved under the terms of this certificate. Dissolution of the partnership shall occur under any of the following conditions:

(i) upon the sale or distribution of all property of the partnership;

(ii) upon the vote of all of the partners;

(iii) by the decision of the general partner;

(iv) upon the dissolution or bankruptcy of the general partner;

(v) upon the withdrawal or resignation of the general partner;

(vi) by operation of law.

7. There is no obligation of any limited partner to make any additional contributions to the partnership. Any further advances made by any partner to or on behalf of the partnership shall be deemed to be a loan to the partnership, and may be repaid at any time by the partnership, with or without interest.

8. There is no specific time when the initial contribution of the limited partners is to be returned prior to the dissolution of the partnership.

9. The profits and losses of the partnership, and all distributions of cash or other assets of the partnership, shall be allocated as follows:

Copernicus Management Corporation	12.00	%
Leonard Pepper	35.00	%
Ragna Pepper	4.00	%
Patricia P. Posner	7.00	%

(R)
JMP

Bertha P. Williams	12.00	%
Rita P. Ames	12.00	%
Jeffrey W. Pepper	3.00	%
Michael T. Pepper	15.00	%

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10. No partnership interest may be assigned without the consent of all of the partners, except to another partner. Partnership interests may not be otherwise pledged, transferred or hypothecated in any manner. Any purported assignment, pledge, transfer, or hypothecation of a partnership interest to any person or entity not a partner of this partnership is void. However, nothing in this provision shall prohibit the general partner from executing any note or mortgage agreement on behalf of the partnership, nor shall this provision be deemed to prohibit devises by will or inheritance of the interests of a partner.

11. No additional partners may be admitted without the consent of all of the partners.

12. There is no priority among the limited partners.

13. In the event of the resignation, withdrawal, dissolution or bankruptcy of the general partner, the remaining partners shall designate, by majority vote, a successor general partner, who shall dissolve the partnership and distribute its property in an orderly and expeditious manner.

14. There is no right of a limited partner to demand or receive other than cash in return for his contribution.

15. The general partner may make any distributions to a partner to which said partner may be entitled, at such times and in such amounts as the general partner may determine. Such distributions may be made in anticipation of income and may be made without regard to amounts then due to other partners. However, the general partner shall endeavor to maintain proportionate capital accounts among the partners on an annual basis.

16. The general partner may employ individuals or entities to assist in the management of the business of the partnership, whether or not such individuals or entities are affiliated with the general partner. The general partner may be paid for its services as general partner on any reasonable basis and shall be entitled to reimbursement for overhead or other expenses related to the management of the partnership.

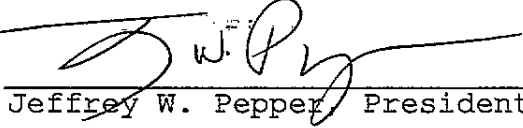
17. Any partner, including the general partner, may engage in business pursuits for its own account which are the same or similar to those of the partnership or may serve in the same similar capacity with other partnerships without being deemed to be in conflict of interest.

18. All of the partners have joined in the execution of this Certificate to acknowledge that it correctly reflects the status of the partnership, that the changes set forth herein were made in accordance with the partnership agreements and with full consent of all partners in the partnership, and that the capital contributions and allocation percentages are as set forth above, and is being filed in accordance with Section 620.109, Florida Statutes.

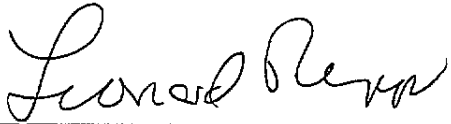
General Partner:

COPERNICUS MANAGEMENT CORPORATION

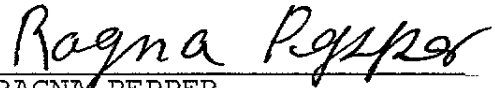
By:


Jeffrey W. Pepper, President

Limited Partners:



LEONARD PEPPER



RAGNA PEPPER



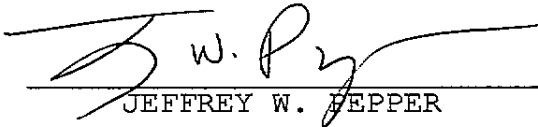
PATRICIA P. POSNER



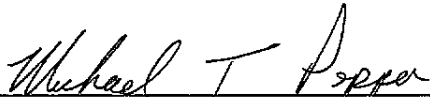
BERTHA P. WILLIAMS



RITA P. PAULUS



JEFFREY W. PEPPER



MICHAEL T. PEPPER