

07/25/2013

1007 SHOMAKER LOOP & KENDRICK

(FAX) 1660

P.001/004

Division of Corporations

Page 1 of 1

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FLORIDA/FOREIGN LP/LLLP  
RMC TL 2011 LIFT, LLLP

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**CERTIFICATE OF LIMITED PARTNERSHIP  
FOR  
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership is:

RMC TL 2011 LIFT, LLLP

2. The street and mailing address of the initial designated office of the limited partnership are:

8902 North Dale Mabry Hwy, Suite 200  
Tampa, Florida 33614

3. The name and Florida street address of the initial registered agent of the limited partnership for service of process are:

Mitchell F. Rice  
8902 North Dale Mabry Hwy, Suite 200  
Tampa, Florida 33614

4. The limited partnership elects to be a limited liability limited partnership.

5. The name and business address of the sole initial general partner of the limited partnership are:

RMCTLIF II, LLC #L09000121795  
8902 North Dale Mabry Hwy, Suite 200  
Tampa, Florida 33614

6. The limited partnership's business and purpose shall consist solely of the acquisition and ownership of tax certificates representing liens on Florida real estate issued by Florida tax collectors ("Tax Certificates") and activities incidental thereto, including taking title to real property encumbered by such Tax Certificates and managing and selling the same.

7. All property owned by the limited partnership shall be owned by the limited partnership as an entity and, insofar as permitted by applicable law, no partner shall have any ownership interest in any partnership property in its individual name or right, and each partner's interest in the limited partnership shall be personal property for all purposes.

8. The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a partner shall not cause the termination or dissolution of the limited partnership and the business of the limited partnership shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such partner shall have all the rights of such partner for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute partner as may be set forth in the partnership agreement. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any interest in the

H13000165874 3

limited partnership shall be subject to all of the restrictions set forth in the partnership agreement to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent partner.

9. This Certificate of Limited Partnership shall be effective upon filing with the Florida Department of State.

The undersigned submits this document and affirms that the facts stated herein are true. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in F.S. §817.155.

Signed this 24<sup>th</sup> day of July, 2013.

RMCTLIF II, LLC, General Partner

By:   
Mitchell F. Rice, Managing Member

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 620.1114, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.


1. The name of the limited liability limited partnership is:

RMC TL 2011 LIFT, LLLP.

2. The name and the Florida street address of the registered agent are:

Mitchell F. Rice  
8902 North Dale Mabry Hwy, Suite 200  
Tampa, Florida 33614

*Having been named as registered agent and to accept service of process for the above stated limited liability limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
Signature

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