

# A95000001401

GUNSTER, YOAKLEY, VALDIGN-PAULI & STEWART, P.A.

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MIAMI, FL (305) 370-0000  
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PALM BEACH, FL (407) 855-1980  
STUART, FL (407) 288-1980  
TALLAHASSEE, FL (904) 222-0000

OUR FILE NUMBER 15554.2  
WHILEN DIRECT DIAL NUMBER 650-0726

September 15, 1995

VIA FEDERAL EXPRESS

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

200001588342  
-03-19735--01083--003  
\*\*\*1837.50 \*\*\*1837.50

Re: Gem Island Investment Limited Partnership

Dear Sir or Madam:

R950000034115

Enclosed please find an original and a duplicate of the Certificate of Limited Partnership, Affidavit of Capital Contributions and the Acceptance of Registered Agent for the above referenced corporation. Also enclosed is a check in the amount of \$1,837.50 which represents the filing, indexing fee, registered agent fee and cost of a certified copy.

The original is to be filed in your office and the copy certified and returned to this office using the enclosed stamped, self-addressed envelope.

Please telephone me if there is any reason why the Articles will not be filed immediately.

Very truly yours,

cc

*Rose Carbone*

Rose Carbone  
Legal Assistant

SIX  
TALLAHASSEE, FLORIDA

1995 SEP 18 AM 10:25

FILED

Enclosures

157450

A950000014101

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
GEM ISLAND INVESTMENT LIMITED PARTNERSHIP,  
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

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1995 SEP 18 11 AM '95

1. Name of Partnership. The name of the Partnership is as follows:  
  
GEM ISLAND INVESTMENT LIMITED PARTNERSHIP
2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:  
c/o Gem Island Investment, Inc.  
One John's Island Drive  
Vero Beach, Florida 32963
3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:  
Helen E. Stone  
One John's Island Drive  
Vero Beach, Florida 32963
4. Name and Business Address of General Partner. The name and business address of each general partner is as follows:  
Gem Island Investment, Inc.      One John's Island Drive  
Vero Beach, Florida 32963
5. Mailing Address. The mailing address of the Partnership is as follows:  
c/o Gem Island Investment, Inc.  
One John's Island Drive  
Vero Beach, Florida 32963
6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of Gem Island Investment Limited Partnership this 13 day of September, 1995.

GEM ISLAND INVESTMENT, INC., a  
Florida Corporation, General Partner

By: Charles M. Bayer  
Name: Charles M. Bayer  
Its: President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared, Charles M Bayer, Jr., President of Gem Island Investment, Inc. a Florida corporation, general partner of Gem Island Investment Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$2,000,000.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

Executed this 13 day of September, 1995

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER

Gem Island Investment, Inc., a Florida Corporation, General Partner

By: Charles M Bayer, Jr.  
Name: Charles M Bayer, Jr.  
Its: President

STATE OF FLORIDA  
COUNTY OF Indian River

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Charles M. Bayer, Jr., President of Gem Island Investment, Inc, a Florida corporation, General Partner, personally known to me and known by me to be the person who executed the foregoing Instrument, and she acknowledged to me and before me that she executed this Instrument on behalf of the General Partner of said partnership.

Tilara E. Yawn  
Notary Public

State of Florida at Large  
My Commission Expire:

OFFICIAL NOTARY SEAL  
TILARA E YAWN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC409746  
MY COMMISSION EXP. SEPT 26, 1998

FILED  
18  
SEP 18 AM 10:25  
TALLAHASSEE, FLORIDA

6

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Gem Island Investment Limited Partnership, a Florida Limited Partnership (the "Partnership"), in the foregoing Certificate of Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes (specifically, Ch. 620.105) relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: Helen E. Stone  
Helen E. Stone

149645

FILED  
1995 SEP 18 AM 10:25  
STATE  
TALLAHASSEE, FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

FILED  
95 DEC 19 AM 0:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

State Apt # etc  
2000001679152  
City, State & Zip  
-01/04/96--01123--006  
\*\*\*576-25 \*\*\*576-25

2a. New Principal Office Address, if Applicable

State Apt # etc  
City, State & Zip

1. Name of Limited Partnership  
Gen Island Investment Limited Partnership

1a. DOCUMENT #  
A95000001401

3. Date Formed or Reg started in the Business in FLORIDA  
9/18/95

3a. Date of Last Report

4. State or Country of Formation  
Florida

5a. Capital Contributions as Shown on Record  
\$2,000,000.00

5b. Amount of Capital Contributions in FLORIDA to date  
\$2,000,000.00

6. FID Number  
65-0607868

7. CERTIFICATE OF STATUS REQUIRED  
Applied For  
\*Not Applicable

Mailing Address  
c/o Gen Island Investment, Inc.  
One John's Island Drive  
Vero Beach, FL 32963

Principal Office Address  
c/o Gen Island Investment, Inc.  
One John's Island Drive  
Vero Beach, FL 32963

8. FEES: 1) Filing Fee - Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50  
2) Supplemental Fee - \$138.75 (pursuant to section 607.103, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)  
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent  
Helen E. Stone  
One John's Island Drive  
Vero Beach, FL 32963

10. If changed, new Registered Agent/Office  
Name  
Street Address (P.O. Box Number is Not Acceptable)  
State Apt #, etc  
City  
Zip Code  
FL

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership, organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)  
DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (City, State, and Box Number)	11b. City, State & Zip Code	11c. Registry/Document Number
Gen Island Investment, Inc.	One John's Island Drive	Vero Beach, FL 32963	P95000071596
		AR - \$437.50 SF - \$138.75	
		1-3-96a	

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I declare that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate, and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE  
Helen E. Stone

DATE  
12-12-95

Typed or Printed Name of General Partner Signing Form  
Telephone Number

CR2E003 (6/95)

A 95 00000 1401

Gem Island Investment Limited Partnership  
% Gem Island Investment, Inc.

One John's Island Dr.  
Address

Vero Beach, FL 32963  
City/State/Zip Phone #

300002032938--8  
-12/10/96--01104--003  
\*\*\*1750.00 \*\*\*1750.00

Office Use Only

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

- 1. \_\_\_\_\_ (Corporation Name) (Document #)
- 2. \_\_\_\_\_ (Corporation Name) (Document #)
- 3. \_\_\_\_\_ (Corporation Name) (Document #)
- 4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in
- Mail out
- Pick up time \_\_\_\_\_
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

FILED  
96 DEC 10 PM 3:35

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	Supplemental affidavit
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

increasing to  
\$ 3,197,117.64

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

TAX FILING 1,750.00  
 R. AGENT FEE \_\_\_\_\_  
 C. \_\_\_\_\_  
 T. \_\_\_\_\_  
 R. \_\_\_\_\_  
 E. \_\_\_\_\_  
 REFUND \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 10 PM 1:40

Examiner's Initials dee

A95000001401

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Gem Island Investment Limited Partnership, a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$3,197,117.64.

This 2<sup>nd</sup> day of December, 1986.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

General Partners

Gem Island Investment, Inc.

Charles M. Bayer Jr.

\_\_\_\_\_

\_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 DEC 10 PM 1:40