

1001 HAYS STREET
TALLAHASSEE, FL 32304

806-242-8086

A95 000001748



PRESTICK HALL
LEGAL & FINANCIAL SERVICES

RECEIVED
95 NOV 15 PM 12:19

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 737861 5312A

AUTHORIZATION :

COST LIMIT : \$ 96.25

Patricia P...

ORDER DATE : November 16, 1995

ORDER TIME : 10:35 AM

ORDER NO. : 737861

CUSTOMER NO. : 5312A

CUSTOMER: Ms. Katherine Russell
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
P. O. Box 3433

200001639482

Tampa, FL 33601

DOMESTIC FILING

NAME: GARRISON PLACE PARTNERSHIP II,
LTD.

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

11/16/95
[Signature]
BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 9:57

**CERTIFICATE OF
LIMITED PARTNERSHIP OF
GARRISON PLACE PARTNERSHIP II, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 9:58

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. **Name of Partnership.** The name of the Partnership shall be **GARRISON PLACE PARTNERSHIP II, LTD.**

2. **Address of Recordkeeping Office; Agent for Service of Process.** The records to be kept pursuant to Florida Statute Section 620.106 shall be located at **201 N. Franklin Street, Suite 2100, Tampa, Florida 33602**, and the name of the Partnership's agent for service of process at said address is **Stephen J. Mitchell**.

3. **Name and Business Address of the General Partner.**

(a) The name and address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
Garrison Place II Corporation, a Florida corporation	201 N. Franklin Street Suite 2100 Tampa, Florida 33602

4. **Mailing Address for the Limited Partnership.** The mailing address for the Limited Partnership shall be located at **P. O. Box 3433, Tampa, Florida 33601-3343**.

5. **Term.** The term for which the Partnership is to exist shall be thirty (30) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for **Garrison Place Partnership II, Ltd.**

DATED this 15th day of November, 1995.

GENERAL PARTNER:

GARRISON PLACE II CORPORATION,
a Florida corporation

By: [Signature]
Stephen J. Mitchell, Vice
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 9:58

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 15th day of November, 1995, by Stephen J. Mitchell, as Vice President of GARRISON PLACE II CORPORATION, a Florida corporation, who is personally known to me, ~~or who has produced~~ as identification and who did take an oath.

Marga Jones
NOTARY PUBLIC
Name: Marga Jones
Commission No. _____
My Commission Expires: _____

5502-002-0307035.01



MARGA JONES
MY COMMISSION # CC 243823 EXPIRES
December 28, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Stephen J. Mitchell

5502-002-0307035.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 16 AM 9:58

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Garrison Place II Corporation, a Florida corporation, the sole general partner of Garrison Place Partnership II, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," certifies as follows:

1. The limited partner has contributed \$10.00 of capital to the Partnership.

2. It is anticipated that no additional contributions shall be contributed by the limited partner in the future.

This 15th day of November, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:

GARRISON PLACE II CORPORATION,
a Florida corporation

By: *SM*
Stephen J. Mitchell, Vice
President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15th day of November, 1995, by Stephen J. Mitchell, as Vice President of Garrison Place II Corporation, a Florida corporation, the sole general partner of Garrison Place Partnership II, Ltd., on behalf of the limited partnership, who is personally known to me, ~~or who has produced~~ _____ as identification and who did take an oath.

Marga Jones
NOTARY PUBLIC

Name: *Marga Jones*

Commission No. _____

My Commission Expires: _____

5502-002-0307035.01



MARGA JONES
MY COMMISSION # CC 243823 EXPIRES
December 28, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED STATION
SECRETARY OF CORPORATIONS
NOV 16 AM 9:58

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND 5000 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra Morton
Secretary of State
DIVISION OF CORPORATIONS

FILED
95 DEC 12 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership
1a. DOCUMENT # A95000001748

Garrison Place Partnership II, Ltd.

Mailing Address: P.O. Box 3433 Tampa, Florida 33601-3433
Principal Office Address: 201 N. Franklin Street Suite 2100 Tampa, Florida 33602

2. New Mailing Address: 300001663719
Suite Apt # etc: -12/18/95-01022-006
City State & Zip: ****191.25 ****191.25

2a. New Principal Office Address If Applicable
Suite Apt # etc

3. Date Formed or Registered to Do Business in FLORIDA: 11-16-95
3a. Date of Last Report
4. State or Country of Formation: Florida

5a. Capital Contributions as Shown on Record: \$10.00

5b. Amount of Capital Contributions in FLORIDA to date: \$10.00

6. FEI Number
 Applied For
 Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

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 607.193, 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.

OK 12-14

9. Name and Address of Current Registered Agent
Stephen J. Mitchell
201 N. Franklin Street
Suite 2100
Tampa, Florida 33602

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

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 MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)
Garrison Place II Corporation

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)
201 N. Franklin St. Suite 2100

11b. City, State & Zip Code
Tampa, Florida 33602

11c. Registration/Document Number
P95000088182

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

12. I do hereby certify 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 the 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 effect 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 section 620.192, Florida Statutes.

SIGNATURE

[Signature]

DATE 12/1/95

Typed or Printed Name of General Partner Signing Form: Stephen J. Mitchell, Vice President of Garrison Place II Corporation

Telephone Number 813/229-3321

CR2E003 (6/95)

A95000001748



ACCOUNT NO. : 072100000032
REFERENCE : 240881-015
AUTHORIZATION :
COST LIMIT : \$ 61.50

97 JAN 29 PM 11:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 29, 1997
ORDER TIME : 11:43 AM
ORDER NO. : 240881-015
CUSTOMER NO: 4323655

100002072001--5

CUSTOMER: Ms. Katherine Russell
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

CM

DOMESTIC AMENDMENT FILING

NAME: GARRISON PLACE PARTNERSHIP II,
LTD.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

97 JAN 29 PM 12:19
RECEIVED
DIVISION OF CORPORATION

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
GARRISON PLACE PARTNERSHIP II, LTD.**

SECRETARY OF
TALNHASSEE, FLORIDA

97 JAN 29 PM 4:20

FILED

THE UNDERSIGNED hereby executes and swears to this Certificate of Amendment to the Certificate of Limited Partnership of **GARRISON PLACE PARTNERSHIP II, LTD.**, a Florida limited partnership (the "Partnership"), pursuant to the Florida Revised Uniform Limited Partnership Act (1986), as amended, Florida Statutes § 620.109.

1. Name of Partnership. The name of the Partnership is **GARRISON PLACE PARTNERSHIP II, LTD.** (Florida Document No. A95000001748).

2. Date of Filing of Certificate of Limited Partnership. The Partnership filed its Certificate of Limited Partnership (the "Certificate") with the Florida Department of State on November 16, 1995.


3. Amendment to the Certificate of Limited Partnership. Paragraph 1 of the Certificate is hereby amended by deleting the current Paragraph 1 in its entirety and substituting the following in lieu thereof:

"1. Name of Partnership. The name of the Partnership shall be **SERENGETI RESORT ASSOCIATES, LTD.**"

♦ ♦ ♦ ♦ ♦ ♦ ♦ ♦
DATED effective the 23rd day of January, 1997.

GENERAL PARTNER:

SERENGETI RESORT ASSOCIATES, INC.,
a Florida corporation (f/k/a Garrison
Place II Corporation)

By: 
Stephen J. Mitchell,
President