

**A9600001742**

DANA D. BRADEN  
TAXATION  
ESTATE PLANNING  
300 SOUTH BAY ST.  
TALLAHASSEE, FLORIDA 32301

PRACTICE LIMITED TO:  
TAXATION  
ESTATE PLANNING

September 17, 1996

PHONE (407) 687-3444

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

300001950783  
-09/18/96--01083--001  
\*\*\*1837.50 \*\*\*1837.50

Re: Certificate of Limited Partnership AND  
Affidavit Regarding Contributions to the  
VALLEY FAMILY PARTNERSHIP, LTD.

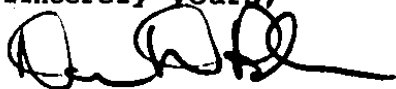
Dear Sirs:

Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit Regarding Contributions for the above-captioned partnership. A check in the amount of \$1,837.50 made payable to your order is enclosed which represents \$1,750.00 filing fee; registered agent designation fee of \$35.00 and \$52.50 for a certified copy.

Please forward the certified copy to the undersigned at the above address.

Thank you for your cooperation in this matter.

Sincerely yours,



Dana D. Braden

**A96-1742**

Name Availability	OK 920
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

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96 SEP 18 AM 11:25  
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VALLEY FAMILY PARTNERS, LTD.

The undersigned general partners do hereby sign and swear to this Certificate of Limited Partnership and pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) desire to form a limited partnership under the following terms and conditions.

ARTICLE I - NAME OF LIMITED PARTNERSHIP

The name of this limited partnership, hereinafter called the "limited partnership", shall be the "VALLEY FAMILY PARTNERS, LTD".

ARTICLE II - LOCATION OF PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of this limited partnership shall be 7297 W. Oakridge Circle, Lantana, Florida 33462. The designated agent for service of process shall be Dana D. Braden, whose address is 1660 Southern Blvd., Ste. D, West Palm Beach, Florida 33406. The general partners of this limited partnership are (1) CARL VALLEY, whose address is c/o ALVA INDUSTRIES, INC., 36-46 River Road, Chatham, NJ 07928 and (2) REGINA K. VALLEY, as TRUSTEE of the REGINA K. VALLEY REVOCABLE TRUST DATED JUNE 18, 1996, whose address is 7297 W. Oakridge Circle, Lantana, Florida 33462. The mailing address for the limited partnership shall be 7297 W.

Oakridge Circle, Lantana, Florida 33462.

ARTICLE III- TERM OF EXISTENCE

The limited partnership existence shall commence of the date on which this Certificate of Limited Partnership is filed with the necessary filing fee with the Florida Department of State and shall dissolve on the earlier of (1) January 15, 2025 or (2) the earliest to occur of the following events:

- a. The retirement, death or disability of the general partner unless the general partner's total interest in the partnership is purchased by one or more limited partners and all of the remaining limited partners consent to the continuation of the partnership and the substitution of a new general partner or partners. Said consent to continue the limited partnership must be given in writing to all of the limited partners within ninety (90) days of the retirement, death or disability of the general partner;
- b. The bankruptcy of any general partner unless the business is continued by the consent of the remaining partners and said consent to continue the limited partnership must be given in writing to all of the limited partners within ninety (90) days of the petition in bankruptcy being filed in the Federal District Court by the bankrupt general partner;
- c. The written agreement of the general partners and all of the limited partners to dissolve the partnership;
- d. Subject to the other provisions of this ARTICLE IV, the

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occurrence of any event which would dissolve the limited partnership under the laws of the State of Florida.

ARTICLE IV - INITIAL CONTRIBUTION OF PROPERTY

The initial capital contribution of cash and other fair market value of other property to the limited partnership by the general partner and limited partners shall be as provided on the affidavit filed with the Certificate of Limited Partnership.

ARTICLE V - RIGHT TO ADMIT ADDITIONAL LIMITED PARTNERS

The general partner may admit additional limited partners to the limited partnership, provided however, that the addition of a new limited partner shall only entitle said new limited partner to share in the limited partnership in the same percentage as his contribution bears to the total net worth of the limited partnership on the date he becomes a limited partner.

ARTICLE VI - RESTRICTION ON SALE OR TRANSFER OF PARTNERSHIP INTEREST

The general partner and the limited partners have executed on the same date that this Certificate of Limited Partnership is executed a Limited Partnership Agreement which imposes restrictions on a general partner or limited partner selling, assigning, pledging or transferring his interest in the limited partnership.

Subject to the restrictions contained in said limited partnership agreement, the limited partners shall have the right to sell their interest in the limited partnership.

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the general partner have executed this document on this 11 day of Sept., 1996.

Witnesses:

Marjorie A. Coard  
[Signature]

Carl Valley  
CARL VALLEY,  
GENERAL PARTNER

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STATE OF New Jersey )  
COUNTY OF Morris )

On this 11 day of Sept, 1996, before me, the undersigned authority, personally appeared CARL VALLEY, being a general partner of VALLEY FAMILY PARTNERS, LTD., who

( ) is personally known to me or  
() presented his driver's license number 24-188-886 issued by the State of PA, as his personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

Marjorie A. Coard  
Notary Public  
State of PA

My Commission Expires:

MARJORIE A. COARD  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Nov. 6, 2000

Witnesses:  
Johann P. [Signature]  
[Signature]

Regina K. Valley  
REGINA K. VALLEY, as Trustee,  
GENERAL PARTNER

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TALLAHASSEE, FLORIDA

STATE OF Florida )  
COUNTY OF Palm Beach )

On this 10th day of September, 1996,  
before me, the undersigned authority, personally appeared REGINA  
K. VALLEY, as Trustee of the REGINA K. VALLEY REVOCABLE TRUST  
DATED JUNE 18, 1996, being a general partner of VALLEY FAMILY  
PARTNERS, LTD., who

() is personally known to me or  
() presented her driver's license number \_\_\_\_\_  
issued by the State of \_\_\_\_\_, as her personal  
identification

and who executed the foregoing Certificate of Limited  
Partnership, and sworn to and acknowledged that she subscribed  
the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and  
State last aforesaid on the date aforesaid.

Dana D. Braden  
Notary Public  
State of Florida

My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned does hereby accept her appointment as  
registered agent on whom process may be served within the State  
of Florida for the VALLEY FAMILY PARTNERS, LTD.

Dana D. Braden  
Dana D. Braden

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TALLAHASSEE, FLORIDA

AFFIDAVIT REGARDING CONTRIBUTIONS  
TO THE  
VALLEY FAMILY PARTNERS, LTD.

STATE OF FLORIDA            )  
                                  ) SS  
COUNTY OF PALM BEACH     )

Before the undersigned authority, personally appeared CARL VALLEY and REGINA K. VALLEY, as Trustee, in their capacity as general partners of the VALLEY FAMILY PARTNERS, LTD. being first duly sworn, depose and say under oath that the initial contribution of property and cash to the VALLEY FAMILY PARTNERS, LTD. by the general partners and the limited partners are as follows:

<u>GENERAL PARTNER</u>	<u>CONTRIBUTION</u>
CARL VALLEY	\$ 100.00
REGINA K. VALLEY, as Trustee of the REGINA K. VALLEY REVOCABLE TRUST DATED JUNE 18, 1996	100.00
<u>LIMITED PARTNER CLASS A</u>	
REGINA K. VALLEY, as Trustee of the WILLIAM VALLEY REVOCABLE TRUST DATED JUNE 18, 1996	850,000.00
REGINA K. VALLEY, as Trustee of the REGINA K. VALLEY REVOCABLE TRUST DATED JUNE 18, 1996	100.00
<u>LIMITED PARTNER CLASS B</u>	
CARL VALLEY	100.00

Further, no additional contributions of cash or property shall be required of the general or limited partners.

IN WITNESS WHEREOF, the general partners have executed this document on this 11 day of Sept, 1996.

Witnesses:

Larry Louis

Maymie A. Coard

STATE OF New Jersey )  
COUNTY OF Harris )

Carl Valley  
CARL VALLEY,  
GENERAL PARTNER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On this 11 day of Sept, 1996, before me, the undersigned authority, personally appeared CARL VALLEY, being a general partner of VALLEY FAMILY PARTNERS, LTD., who

(  ) is personally known to me or  
(  ) presented his driver's license number 24-188-886 issued by the State of PA, as his personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that he subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

Maymie A. Coard  
Notary Public  
State of    MARJORIE A. COARD  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Nov. 8, 2000

My Commission Expires:

Witnesses:

Shawn P. Pouch  
David B. [Signature]

STATE OF Florida )  
COUNTY OF Palm Beach )

Regina K. Valley  
REGINA K. VALLEY, as Trustee  
GENERAL PARTNER

On this 10th day of September, 1996, before me, the undersigned authority, personally appeared REGINA K. VALLEY, as Trustee of the REGINA K. VALLEY REVOCABLE TRUST Dated June 18, 1996, being a general partner of VALLEY FAMILY



PARTNERS, LTD., who  
() is personally known to me or  
() presented her driver's license number \_\_\_\_\_  
issued by the State of \_\_\_\_\_, as her personal  
identification  
and who executed the foregoing Certificate of Limited  
Partnership, and sworn to and acknowledged that she subscribed  
the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and  
State last aforesaid on the date aforesaid.



Notary Public  
State of Florida

My Commission Expires:



DANA D. SHADEN  
COMMISSION # CC 402321  
EXPIRES JUL 20, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA