

A97000002709

SMITH, MACKINNON, GREELEY, BOWDOIN & EDWARDS

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

W. KELLY SMITH
ALEXANDER C. MACKINNON
JOHN P. GREELEY
DOUGLAS BOWDOIN
TED B. EDWARDS
WILLIAM N. BARNES
C. YANKI SOKMENSUER
KEVIN K. SMITH

SUITE 800
CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2254
ORLANDO, FLORIDA 32802-2254
TELEPHONE (407) 843-7300
FACSIMILE (407) 843-2448

November 21, 1997

Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: H & S, Ltd.

400002355044--1
-11/24/97--01029--002
***1785.00 ***1785.00

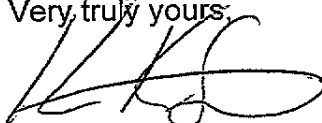
Ladies/Gentlemen:

Enclosed for filing with the Division of Corporations are an original and one copy each of a Certificate of Limited Partnership of H & S, Ltd. and an Affidavit of Capital Contributions. Also enclosed is this firm's check in the amount of \$1,785.00 to cover the cost of filing the limited partnership. Please date stamp the copy of each document and return them to me at the above address.

Please contact me if you have any questions.

Thank you.

Very truly yours,



Kevin K. Smith

FILED
97 DEC 10 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Availability
Document Examiner	DCC
Updater	KKS/vw DCC
cc:	Mr. L. David Horner, III (w/ enclosures) William T. Truban, Esq. (w/ enclosures)
Enclosures	
W. P. Verifier	DCC

TC
\$3,969,428.00

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W970000026513

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December 9, 1997

VIA FAX and U.S. MAIL

Ms. Diane Cushing
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

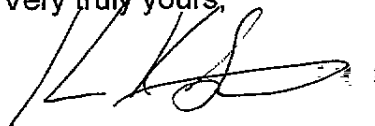
Re: HS Land Holdings, Ltd.
Ref. Number: W97000026513

Dear Ms. Cushing:

Enclosed are two original acceptances of the registered agent for the above limited partnership.

Thank you for all of your assistance in filing this limited partnership. Please call if there is anything further you need to complete this filing.

Very truly yours,



Kevin K. Smith

KKS/vw
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1997

KEVIN K. SMITH
SMITH MACKINNON GREELEY BOWDOIN & EDWARD
P.O. BOX 2254
ORLANDO, FL 32802-2254

SUBJECT: H & S, LTD.
Ref. Number: W97000026513

We have received your document for H & S, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 397A00056252



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1997

KEVIN K. SMITH
SMITH MACKINNON GREELEY BOWDOIN & EDWARD
P.O. BOX 2254
ORLANDO, FL 32802-2254

SUBJECT: HS LAND HOLDINGS, LTD.
Ref. Number: W97000026513

We have received your document for HS LAND HOLDINGS, LTD. and your check(s) totaling \$1785.00. However, the document has not been filed and is being retained in this office for the following:

The registered agent must sign accepting the designation.

Please send the acceptance statement to my attention.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 897A00057987

**CERTIFICATE OF LIMITED PARTNERSHIP OF
HS LAND HOLDINGS, LTD.**

FILED
97 DEC 10 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited partnership is HS Land Holdings, Ltd.
2. The business address of the limited partnership is c/o W. Kelly Smith, 255 S. Orange Avenue, Suite 800, Orlando, FL 32801.
3. The name and address of the agent for service of process is:

Kevin K. Smith
255 S. Orange Avenue, Suite 800
Orlando, FL 32801

P97000063660

4. The general partner of the limited partnership is Horsh, Inc. which has a business address of c/o W. Kelly Smith, 255 S. Orange Avenue, Suite 800, Orlando, FL 32801.
5. The mailing address for the limited partnership is c/o W. Kelly Smith, 255 S. Orange Avenue, Suite 800, Orlando, FL 32801.
6. The latest date upon which the limited partnership is to dissolve is December 31, 2100.

Signed this 2nd day of December, 1997 by Horsh, Inc., sole general partner of HS Land Holdings, Ltd.

HORSH, INC., a Florida corporation,
as sole general partner of
HS Land Holdings, Ltd.

By: 
W. Kelly Smith, as Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

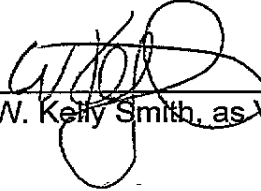
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, the undersigned being the sole general partner of HS Land Holdings, Ltd., a Florida limited partnership, certifies as follows:


1. The amount of capital contributions to date of the limited partners is \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$3,969,428.00.

FURTHER AFFIANT SAYETH NOT.

HORSH, INC., a Florida corporation
as sole general partner of
HS Land Holdings, Ltd.

By: 
W. Kelly Smith, as Vice President

Sworn to and subscribed before me this 2nd day of December, 1997 by W. Kelly Smith, as Vice President of Horsh, Inc., a Florida corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ has produced _____ as identification.


Virginia K. Whaley
Notary Public, State of Florida



VIRGINIA K WHALEY
My Commission CC496308
Expires Nov. 07, 1999

FILED
DEC 10 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF HS LAND HOLDINGS, LTD.
DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

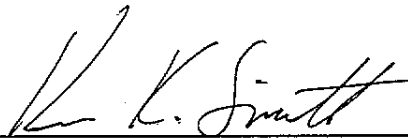
PURSUANT to Sections 620.105, 620.108 and 620.192 of the Florida Statutes, the following is submitted in compliance with the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Sections 620.101, *et seq.*:

HS Land Holdings, Ltd., desiring to organize under the laws of the State of Florida, has named as Registered Agent, Kevin K. Smith, and Registered Office at 255 S. Orange Avenue, Suite 800, Orlando, FL 32801 to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent to accept service of process for the above-stated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 9th day of December, 1997.

By: 
Kevin K. Smith

FILED
97 DEC 10 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA