

A 97000002905



ACCOUNT NO. : 072100000032

REFERENCE : 652418 7123482

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1997

ORDER TIME : 10:40 AM

ORDER NO. : 652418-005

CUSTOMER NO: 7123482

CUSTOMER: Ms. Magdalen M. Doherty
STEWART, NALL, EVANS & HAFNER

P.o. Box 3345

Vero Beach, FL 32964

000002386040-16
-12/30/97-01062-020
***1785.00 ***1785.00

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DIVISION OF CORPORATIONS
97 DEC 30 PM 1:23

DOMESTIC FILING

NAME: VERO HOSPITALITY, LTD.

EFFECTIVE DATE:

LP-1785

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	12/30/97
Available	12/30
Document	XX
Examiner	
Updater	CONTACT PERSON: Jeanine Glisar
Updater Verifier	
Acknowledgement	LCC
W. P. Verifier	LCC

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310

97 DEC 30 AM 11:25

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00-90871912P

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**CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
VERO HOSPITALITY, LTD**

This Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution is entered into as of the ____ day of December, 1997, by and between *Gold Coast Security Trust Properties, Inc.*, a Florida corporation, as *General Partner*, and *Gold Coast Security Trust Properties, Inc.* and *Ray Justice*, as *Limited Partners*, of VERO HOSPITALITY, LTD, a Florida limited partnership (the "*Partnership*"). It is the intention of the parties that this Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution create a limited partnership which complies with Chapter 620 of the Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is VERO HOSPITALITY, LTD.

2. Address of Office. The address and office of the Partnership will be 8800 20th Street, Vero Beach, Florida. The records required to be kept by the Partnership pursuant to Section 620.106, Florida Statutes, will be maintained at the office of the Partnership.

3. Agent for Service of Process. The agent for service of process on the Partnership will be Ralph L. Evans, 3355 Ocean Drive, Vero Beach, Florida 32963.

4. Name and Business Address of General Partner. The General Partner is GOLD COAST SECURITY TRUST PROPERTIES, INC., a Florida corporation. The address of the General Partner is 3300 Holcomb Bridge Road, Suite 290, Norcross, Georgia 30092. *99600102352*

5. Mailing Address of Partnership. The mailing address for the Partnership is 8800 20th Street, Vero Beach, Florida.

6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve will be December 31, 2047.

7. Right to Sell or Assign. The Limited Partners do not have the right to transfer their interests in the Partnership without the prior written consent of the General Partner.

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**AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS**

Gold Coast Security Trust Properties, Inc., a Florida corporation, the sole General Partner of VERO HOSPITALITY, LTD., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Limited Partners is:

<u>Limited Partner</u>	<u>Capital Contribution</u>
Gold Coast Security Trust Properties, Inc.	\$2,233,305.00
Ray Justice	\$ 684,500.00

2. The total amount anticipated to be contributed by the Limited Partners is cash and property valued at \$2,917,805.00.

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:

**GOLD COAST SECURITY TRUST
PROPERTIES, INC.**

By: Edward L. Bates
Edward L. Bates, President

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STATE OF Ohio
COUNTY OF GREENE

Sworn to and subscribed before me this 29th day of Dec, 1997, by Edward L. Bates, who is personally known to me and/or produced Passport as identification.

Kimberly Gregory
Notary Public



KIMBERLY GREGORY, Notary Public
My Commission Expires April 10, 2002

8. Additional Limited Partners. No person, firm, corporation or other entity will be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

Witnesses:

GENERAL PARTNER

**GOLD COAST SECURITY TRUST
PROPERTIES, INC.**

Kimberly Beggs
Name: Kimberly Beggs
Sheila Lavele
Name: SHEILA LAVELE

By: *Edward L. Bates*
Edward L. Bates, President

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of VERO HOSPITALITY, LTD., I hereby accept and agree to act in this capacity.

Ralph L. Evans

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of VERO HOSPITALITY, LTD., I hereby accept and agree to act in this capacity.



Ralph L. Evans

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