

CAPITAL CONNECTION INC

417 E. Virginia Street, Suite 1 Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-0622 • Fax (850) 224-2222

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98 JAN 15 PM 4:46

General Congregate Living
Homes III, LTD

- Art of Inc. File
- LTD Partnership File Photo
- Foreign Corp. File
- L.C. File
- Fictitious Name File 100002401371-5
01/15/98-01042-019
- Trade/Service Mark *****252.50 *****87.50
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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BSK
1/15/98
LP - \$87.50

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

1-15-98 12:00

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned Partners hereby make and file this Certificate of Limited Partnership for **GENERAL CONGREGATE LIVING HOMES III, LTD.**, hereinafter referred to as the Partnership.

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1. Name of Partnership: The name of the Partnership is **GENERAL CONGREGATE LIVING HOMES III, LTD.**

2. Character of Business: The business and purpose of the Partnership is to acquire, own, operate and hold for investment real property, including furnishings, equipment and fixtures therein as the General Partner deems appropriate, and to mortgage or otherwise encumber, lease, sell, exchange or otherwise deal in and with the foregoing property or any part thereof, and to carry on such other activities in furtherance of the purpose as are not prohibited by law.

3. Location of Principal Place of Business: The principal place of business of the Partnership shall be located at 7227 Augusta Boulevard, Seminole, Florida 33772, or at such other place or places as the General Partners may, from time to time, determine. This is also the Partnership's mailing address.

4. Name and Place of Residence of Partners:

a. The names and addresses of the General Partners are as follows:

GENERAL CONGREGATE LIVING HOMES, INC.
7227 Augusta Boulevard
Seminole, Florida 33772

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b. The names and places of residence of the Limited Partners are as follows:

KAMBIZ ROUHANI, as Trustee of the Living Trust of KAMBIZ ROUHANI, u/t/d 10/6/97
7227 Augusta Boulevard
Seminole, Florida 33772

FARAH ROUHANI, as Trustee of the Living Trust of KAMBIZ ROUHANI, u/t/d 10/6/97
7227 Augusta Boulevard
Seminole, Florida 33772

5. Term: The Partnership and the limitation of liability of Limited Partners shall commence on January 1, 1998. The Partnership shall continue until December 31, 2017, unless sooner

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terminated as provided in the Limited Partnership Agreement.

6. Contribution of Limited Partners: The Limited Partners shall contribute the following to the capital of the Partnership:

Cash: \$990.00

7. Additional Contributions: Unless the Limited Partnership Agreement provides to the contrary, the Limited Partners shall have no responsibility or liability for additional contributions to the capital of the Partnership.

8. Return of Contribution: The contribution of each Partner is to be returned upon termination of the Partnership.

9. Division of Profits: Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Limited Partnership Agreement.

10. Assignee of Limited Partner: No Limited Partner shall have a right to substitute an assignee as a contributor in his or her place except with the prior written consent of the General Partners as provided in the Limited Partnership Agreement.

11. Additional Limited Partners: No additional Limited Partners may be admitted, except with the consent of the General Partners and in accordance with the Limited Partnership Agreement.

12. Right of Priority: No Limited Partner shall have the right to priority over any other Limited Partner with respect to contributions or with respect to compensation by way of income.

13. Continuation of Business of Partnership: In the event of the death, incompetency, bankruptcy or retirement of any General Partner, the business of the Partnership shall be continued by the remaining General Partners and, if there are none, and if the Limited Partners do not admit a new General Partner or Partners to the Partnership within ninety (90) days, the business will not continue and the Partnership will terminate as provided in the Limited Partnership Agreement.

14. Return of Contribution other than Cash: No Limited Partner shall have the right to demand and receive property other than cash in return for his or her contribution, but in the discretion of the General Partners there may be distributions in kind.

15. Registered Agent for Service of Process: The name and address of the Partnership's agent for service of process in the State of Florida is **KAMBIZ ROUHANI, 7227 Augusta Boulevard,**

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Seminole, Florida 33772.

16. Contribution of General Partners: The General Partners shall contribute the following to the capital of the Partnership:

Cash \$10.00

17. Withdrawal: Any General or Limited Partner may withdraw from the Partnership on or after January 13, 1998. On withdrawal, the withdrawing General or Limited Partner will be entitled to receive a distribution in accordance with the terms and conditions of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of the 13 day of January, 1998.

GENERAL PARTNERS:

GENERAL CONGREGATE LIVING HOMES, INC.
a Florida corporation

Micheler R. Stanley
Witness MICHELER R. STANLEY
Rock O'Neal
Witness ROCK O'NEAL

BY: Kambiz Rouhani
KAMBIZ ROUHANI, President

LIMITED PARTNERS:

Micheler R. Stanley
Witness MICHELER STANLEY
Rock O'Neal
Witness ROCK O'NEAL
Micheler R. Stanley
Witness MICHELER R. STANLEY
Rock O'Neal
Witness ROCK O'NEAL

Kambiz Rouhani
KAMBIZ ROUHANI, as Trustee of the
Living Trust of KAMBIZ ROUHANI
u/t/d 10/6/97

Farah Rouhani
FARAH ROUHANI, as Trustee of the
Living Trust of FARAH ROUHANI
u/t/d 10/6/97

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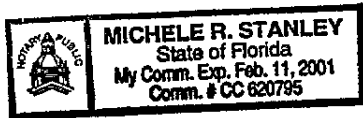
I HEREBY ACCEPT the designation of registered agent.

Kambiz Rouhani
KAMBIZ ROUHANI, Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared KAMBIZ ROUHANI as President of GENERAL CONGREGATE LIVING HOMES, INC., and KAMBIZ ROUHANI and FARAH ROUHANI, to me personally known or who has produced personally known as identification, who did take an oath, and who executed the foregoing instrument, as Trustees of the authorized above-referenced Living Trusts.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of January, 1998.



Michele R. Stanley
NOTARY PUBLIC / MICHELE R. STANLEY
My Commission Expires:

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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BEFORE ME, the undersigned constituting all of the general partners of **GENERAL CONGREGATE LIVING HOMES III, LTD.**, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$0.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00.

The amount of capital contributions to date of the general partners is \$0.00.

The total amount contributed and anticipated to be contributed by the general partners at this time totals \$10.00.

This 13th day of January, 1998.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

GENERAL CONGREGATE LIVING HOMES, INC.
a Florida corporation

By: Kambiz Rouhani
KAMBIZ ROUHANI, President