

A98000000264

FILING COVER SHEET

REFERENCE:

0171. 1461

DATE:

1-28-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

100002414561--6

TELEPHONE:

222-1173

01/28/98-01057-021
***1837.50 ***1837.50

SUBJECT:

Dayton Convention Hotel
Partnership, Ltd

STATE FEES PREPAID WITH CHECK # 354 FOR \$ 1,837.50

PLEASE FILE:

- | | | | |
|---|---|--|--|
| ☐ ARTICLES OF INC. | ☐ AMENDMENT | ☐ DISSOLUTION | ☐ ANNUAL REPORT |
| ☐ QUALIFICATION | ☒ LIMITED PARTNERSHIP | ☐ ANNUAL REPORT | |
| ☐ FICTITIOUS NAME | ☐ LIMITED LIABILITY | ☐ REINSTATEMENT | |
| ☐ UCC-1 | ☐ UCC-3 | | |

PROVIDE US WITH:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ STAMPED COPY

Examiner's Initials

LP - 1785.00
CERT 52.50

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 29 PM 2:38

RECEIVED
98 JAN 29 AM 11:56
DIVISION OF CORPORATIONS

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JAN 28 PM 2:38

CERTIFICATE OF LIMITED PARTNERSHIP
OF
DAYTON CONVENTION HOTEL PARTNERSHIP, LTD.

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.192 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is "Dayton Hotel Convention Partnership, Ltd."
2. The Partnership was converted from a Florida partnership to a Florida limited partnership pursuant to Section 620.8902, Florida Statutes, and the following information is provided as required thereunder:
 - a. The former name of the Partnership was "Dayton Convention Hotel Partnership."
 - b. Conversion of the Partnership from a Florida partnership to a Florida limited partnership was unanimously approved by the Partners of the Partnership (i.e., Partners holding 100% of the interests in the Partnership voted in favor of the conversion).
 - c. The Partnership was governed by the Florida Revised Uniform Partnership Act of 1995 at the time of its conversion.
3. The address of the Partnership as referred to in Section 620.105, Florida Statutes, is 241 Tangier Avenue, Palm Beach, Florida 33480.
4. The name of the agent for service of process on the Partnership shall be W. Alan Dayton, 241 Tangier Avenue, Palm Beach, Florida 33480.
5. The name and business address of the General Partners are as follows:

W. Alan Dayton, Trustee
241 Tangier Avenue
Palm Beach, Florida 33480

Joanne M. Dayton, Trustee
241 Tangier Avenue
Palm Beach, Florida 33480

FILED STATE
SECRETARY OF CORPORATIONS
98 JAN 28 PM 2:38
DIVISION OF CORPORATIONS
FILED STATE
SECRETARY OF CORPORATIONS
98 JAN 28 PM 2:38
DIVISION OF CORPORATIONS

Richard H. Kettles
241 Tangier Avenue
Palm Beach, Florida 33480

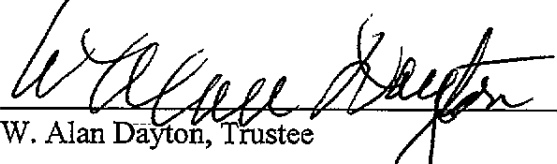
6. The mailing address for the Partnership is 241 Tangier Avenue, Palm Beach, Florida 33840.

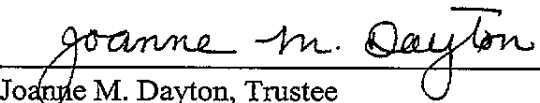
7. The latest date upon which the Partnership shall be dissolved is December 31, 2075.

8. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the name of the Partnership by any one or more of the General Partners.

This Certificate of Limited Partnership was executed by the General Partners this 27th day of January 1998.

GENERAL PARTNERS:


W. Alan Dayton, Trustee


Joanne M. Dayton, Trustee

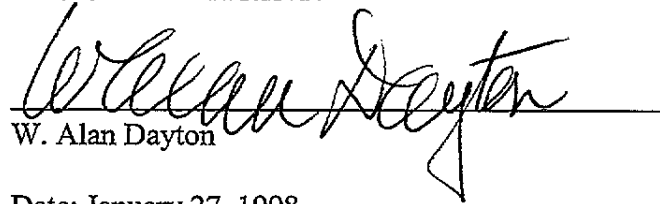

Richard H. Kettles

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above referenced partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 PM 2:38
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 PM 2:38

REGISTERED AGENT:


W. Alan Dayton

Date: January 27, 1998

G:\TAX\CHE\Dayton-clp.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 PM 2:38

STATE OF FLORIDA

COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared W. Alan Dayton, as Trustee, and Joanne M. Dayton, as Trustee, and Richard H. Kettles, the General Partners of Dayton Convention Hotel Partnership, Ltd., a Florida limited partnership (hereinafter referred to as the "Partnership"), of Palm Beach County, Florida, who upon being duly sworn, certified as follows:

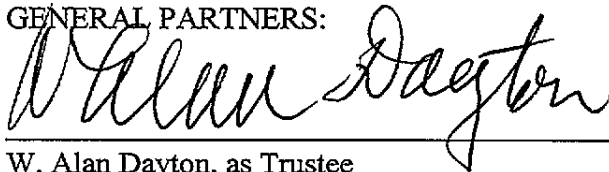
1. The amount of the capital contributions to the Partnership made by the Limited Partners is \$1,244,858.

2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$0.

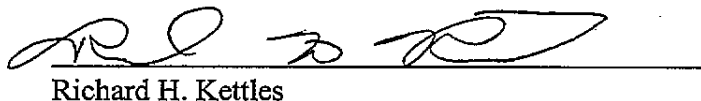
FURTHER AFFILIANTS SAITH NOT.

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 PARTNERS:


W. Alan Dayton, as Trustee


Joanne M. Dayton, as Trustee


Richard H. Kettles

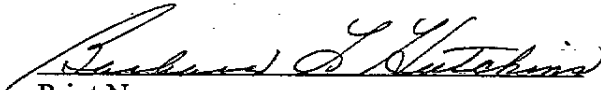
Dated January 27, 1998

Sworn to and subscribed before me this 27th day of January 1998, by W. Alan Dayton, as Trustee, General Partner of Dayton Convention Hotel Partnership, Ltd., a Florida limited partnership. Said person (check one) ☒ is personally known to me, ☐ produced a

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 PM 2:38

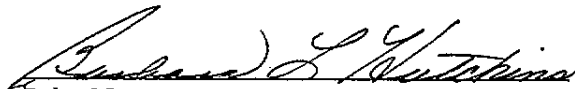
driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____

NOTARY PUBLIC - STATE OF FLORIDA
BARBARA L. HUTCHINS
COMMISSION # CC635084
EXPIRES 7/27/2001
BONDED THRU ASA 1-888-NOTARY1


Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

Sworn to and subscribed before me this 27th day of January 1998, by Joanne M. Dayton, as Trustee, General Partner of Dayton Convention Hotel Partnership, Ltd., a Florida limited partnership. Said person (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____

NOTARY PUBLIC - STATE OF FLORIDA
BARBARA L. HUTCHINS
COMMISSION # CC635084
EXPIRES 7/27/2001
BONDED THRU ASA 1-888-NOTARY1


Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

Sworn to and subscribed before me this 27th day of January 1998, by Richard H. Kettles, as General Partner of Dayton Convention Hotel Partnership, Ltd., a Florida limited partnership. Said person (check one) ☐ is personally known to me, ☒ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____

NOTARY PUBLIC - STATE OF FLORIDA
BARBARA L. HUTCHINS
COMMISSION # CC635084
EXPIRES 7/27/2001
BONDED THRU ASA 1-888-NOTARY1


Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____