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CT Corporation System

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CORPORATION(S) NAME

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*****17.50 *****8.75

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*****87.50 *****87.50

University Fletcher Woods, Inc.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Name Registration

☐ Change of R.A.

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98 FEB 24 AM 11:55
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
UNIVERSITY FLETCHER WOODS, LTD.

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98 FEB 24 PM 2:16

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of University Fletcher Woods, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

University Fletcher Woods, Ltd.
2. The office and principal place of business for the Partnership currently is:

c/o NationsBank Community Development Corporation
400 North Ashley Drive
Second Floor
Tampa, Florida 33602
3. The name and address of the agent for service of process on the Partnership

CT Corporation
1200 South Pine Island Road
Plantation, Florida 33324
4. The name and address of the sole General Partner of the Partnership is:

University Fletcher Woods, Inc. *P9800017761*
c/o NationsBank Community Development Corporation
400 North Ashley Drive
Second Floor
Tampa, Florida 33602
5. The mailing address of the Partnership is:

c/o NationsBank Community Development Corporation
400 North Ashley Drive
Second Floor
Tampa, Florida 33602
6. The latest date upon which the Partnership shall dissolve is December 31,

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: February 19, 1998

University Fletcher Woods, Inc., a
Florida corporation, as
sole General Partner

By:

Marybeth F. Storts
Name: Marybeth F. Storts
Its: President

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

CT Corporation hereby accepts its appointment as registered agent for University Fletcher Woods, Ltd., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: February 23, 1998

CT Corporation

By:

Vicky Goldstein

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

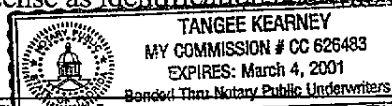
BEFORE ME, the undersigned authority, personally appeared Marybeth F. Storts as President of University Fletcher Woods, Inc., a Florida corporation, as sole General Partner of University Fletcher Woods, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$1,000.
2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

University Fletcher Woods, Inc., a
Florida corporation, as
sole General Partner

By: Marybeth F. Storts
Name: Marybeth F. Storts
Its: President

The foregoing instrument was acknowledged before me this 18 day of February, 1998, by Marybeth F. Storts as President of University Fletcher Woods, Inc., a Florida corporation, as sole General Partner of University Fletcher Woods, Ltd., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.



Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

Tangee Kearney

I:\W-CO\11478\001\cert-1p

LIMITED PARTNERSHIP AGREEMENT

THIS LIMITED PARTNERSHIP AGREEMENT (the "Agreement") is made by and between UNIVERSITY FLETCHER WOODS, INC., a Florida corporation, as general partner (the "General Partner"), and NATIONSBANK COMMUNITY DEVELOPMENT CORPORATION, a Florida corporation, as limited partner (the "Limited Partner"), this 19th day of February, 1998.

In consideration of the mutual covenants herein contained, the partners do hereby agree:

1. Formation. University Fletcher Woods, Inc., a Florida corporation and NationsBank Community Development Corporation, a Florida corporation, hereby form a limited partnership pursuant to Florida Statutes, Chapter 620, and the terms and conditions of this Agreement.

2. Name. The name of the limited partnership shall be: UNIVERSITY FLETCHER WOODS, LTD. (the "Partnership").

3. Address. The address of the office of the limited partnership shall be c/o NationsBank Community Development Corporation, 400 North Ashley Drive, Second Floor, Tampa, Florida 33602. The General Partner may at any time and from time to time change the address of the Partnership.

4. Termination Date. The latest date upon which the limited partnership is to be dissolved is December 31, 2048.

5. Capital. The partners shall contribute capital to the Partnership in the following amounts:

- | | | | |
|-----|-----------------|----|-------|
| (a) | General Partner | \$ | 1,000 |
| (b) | Limited Partner | \$ | 1,000 |

6. Profits and Losses. The profits and losses of the Partnership shall be allocated as follows:

- | | | |
|-----|-----------------|-----|
| (a) | General Partner | 50% |
| (b) | Limited Partner | 50% |

7. Distributions. Distribution of cash or other assets of the Partnership shall be allocated among the partners as follows:

- | | | |
|-----|-----------------|-----|
| (a) | General Partner | 50% |
| (b) | Limited Partner | 50% |

8. Assignment of Limited Partner Interest. No interest of a Limited Partner in the Partnership may be assigned without the consent of the General Partner.

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IN WITNESS WHEREOF, this Agreement has been made and executed on this 19th day of February, 1998.

UNIVERSITY FLETCHER WOODS, INC.,
a Florida corporation, as General Partner

By: Marybeth F. Storts
Name: Marybeth F. Storts
Its: President

NATIONSBANK COMMUNITY
DEVELOPMENT CORPORATION,
a Florida corporation, as Limited Partner

By: James S. Grauley
Name: JAMES S. GRAULEY
Its: Sr. Vice President & Asst. Sec'y

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