

**CORPORATE
ACCESS,
INC.**

A98000002328

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

10/7/98 11:00 ^{MT} (i)

☒ **CERTIFIED COPY**

CUS

☒ **PHOTO COPY**

☒ **FILING**

Ltd.

1.) Stern Family Partnership, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
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****140.00 ****140.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -8 PM 2:48

MR 10/8/98

RECEIVED
98 OCT -7 AM 9:11
DIVISION OF CORPORATIONS

SPECIAL INSTRUCTIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 7, 1998

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: STERN FAMILY PARTNERSHIP, LTD.
Ref. Number: W98000022798

RECEIVED
98 OCT -8 PM 1:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
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98 OCT -8 PM 2:18
SECRETARY OF CORPORATIONS

We have received your document for STERN FAMILY PARTNERSHIP, LTD. and your check(s) totaling \$140.00. 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.

When the General Partner is a trust, you have two choices. You could file a Fictitious Name Registration on the name of the trust. That would satisfy the "entity registration" requirement in the limited partnership law.

Or you could get around this problem by identifying the trustee(s) in your limited partnership documents.

So in Item 5, you would identify the General Partner as "Audrey Stern, Trustee of the Audrey Stern Revocable Living Trust." You would also revise the General Partner signature heading on Page 3 and Page 5.

Most limited partnerships with trusts as general partners choose the second option.

ALSO, we must ask you to please revise the wording on the AFFIDAVIT.

Item 1 states that \$990.00 has been contributed. But Item 2 doesn't clearly indicate whether another \$990.00 is going to be contributed, or whether the total anticipated amount is \$990.00.

If \$990.00 is the total anticipated amount, Item 2 could read "NO ADDITIONAL LIMITED PARTNER CONTRIBUTIONS ARE ANTICIPATED."

Or Item 2 could read "THE TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS IS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AUDREY STERN FAMILY PARTNERSHIP, LTD.**

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited Partnership, hereby state the following:

1. The name of the Partnership is AUDREY STERN FAMILY PARTNERSHIP, LTD.
2. The character of the business to be conducted by the Partnership is to engage in the business of investing in real estate and various security instruments, and for any other lawful business activity. The Partnership shall have the power and authority to purchase, own, and hold real estate and various securities, including but not limited to stocks, bonds, and limited partnership interests. The Partnership shall also have the power to pledge, lien and encumber the real estate and securities it owns in connection with its ownership and execute any and all ancillary documents related to such encumbrance.
3. The location and mailing address of the principal place of business of the Partnership is 330 North Broadway Avenue, Orlando, Florida 32803.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by consent of the General Partner and Limited Partners or pursuant to the terms and conditions of the Limited Partnership Agreement.

5. The names, places of business, units and percentage of shares of the General Partner is:

	<u>Units</u>	<u>Percentage Owned</u>
Audrey Stern, Trustee of the Audrey Stern Revocable Living Trust UAD October 2, 1998 330 North Broadway Avenue Orlando, Florida 32803	10	1%

6. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$10.00.

7. The Limited Partners shall be required to make an initial total capital contribution of securities or cash in the total amount of \$990.00.

8. The Limited Partners may be required to make additional capital contributions upon call by the General Partner.

9. The Limited Partners shall not be entitled to the return of its capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

10. The share of the profits or other compensation by way of income which the Limited Partners shall receive by reason of its capital contributions is a total of ninety-nine percent (99%).

11. The Limited Partners have the right to substitute an assignee of its Partnership interest as a contributor in its place only with the written consent of the General Partner, and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the consent of the majority of the Limited Partners, executing any additional instruments the General Partner deems necessary and paying to the Partnership all costs involved in making this amendment.

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12. The General Partner has the right, with the consent of the majority of the Limited Partners, to admit additional Limited Partners.

13. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved, unless within sixty (60) days after such event the Limited Partners elect to continue the business of the Partnership and select a substitute General Partner who agrees in writing to accept such selection.

14. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution, Partnership property may be distributed in kind pursuant to the terms of the Limited Partnership Agreement.

IN WITNESS WHEREOF, we have hereunto set our hands this 2nd day of October, 1998, effective upon filing with the Florida Secretary of State.

"General Partner"

**AUDREY STERN, TRUSTEE OF THE
AUDREY STERN REVOCABLE LIVING
TRUST UAD OCTOBER 2, 1998**

By: *Audrey Stern*
Audrey Stern, Trustee

**STATE OF FLORIDA
COUNTY OF ORANGE**

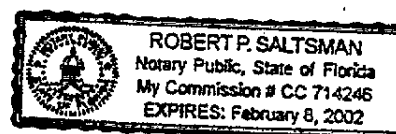
The foregoing instrument was acknowledged before me this 2nd day of October, 1998, by Audrey Stern, as Trustee of the Audrey Stern Revocable Living Trust UAD 10/2/98.

☒ Personally known to me.

☐ Produced identification:

Type: _____

Robert P. Saltzman
Notary Public, State of Florida



**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION
OF AUDREY STERN FAMILY PARTNERSHIP, LTD.**

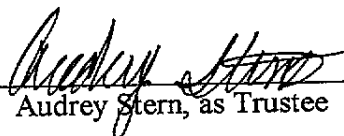
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In compliance with Section 620.105, Florida Statutes, the following is submitted:

/Audrey
First, that Stern Family Partnership, Ltd., with its place of business at 330 North Broadway Avenue, Orlando, Florida 32803, has named William M. Stern, 330 North Broadway Avenue, Orlando, Florida 32803, as its agent to accept service of process within the State of Florida.


**AUDREY STERN FAMILY PARTNERSHIP, LTD.,
a Florida limited partnership**

By: Audrey Stern, Trustee of the
Audrey Stern Revocable Living Trust
UAD October 2, 1998

By: 
Audrey Stern, as Trustee

Date: 10/2/98.

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.


William M. Stern

Date: 10/2/98.

**AFFIDAVIT FOR CERTIFICATE OF LIMITED PARTNERSHIP
OF AUBREY STERN FAMILY PARTNERSHIP, LTD.**

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**STATE OF FLORIDA
COUNTY OF ORANGE**

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared Audrey Stern ("Affiant"), as Trustee of Audrey Stern Revocable Living Trust, UAD October 2, 1998, the General Partner of Stern Family Partnership, Ltd., who being first duly sworn, deposes and says:

1. That the total amount of the capital contributed by the Limited Partners to Stern Family Partnership, Ltd. is \$990.00.

2. That the anticipated total capital contribution by the Limited Partners to Stern Family Partnership, Ltd. is \$990.00. No additional limited partnership contributions are anticipated.

FURTHER AFFIANT SAYETH NAUGHT.




**AUDREY STERN, TRUSTEE OF THE
AUDREY STERN REVOCABLE
LIVING TRUST UAD 10/02/98**

Sworn to and subscribed before me
on this 2nd day of October, 1998
by Audrey Stern, Trustee.

☒ Personally known to me.

☐ Produced identification:

Type: _____



Notary Public

