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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

05/21/07--01033--009 **1008.75

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*Butler Pointe Operating
Associates, Ltd.*

File 2nd

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- Foreign Corp. File *Ltd* _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ 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 _____

Signature _____

Requested by: *WL* *5/21* *11:00*
Name Date Time

Walk-In Will Pick Up

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. Butler Pointe Operating Associates, Limited Partnership

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.

(If name unavailable, name under which the limited partnership or limited liability limited partnership
proposes to register to transact business in Florida; must contain acceptable suffix.)

2. New Mexico

(State or Country of Formation)

3. May 17, 2007

(Date of Formation)

4. Robert Greene

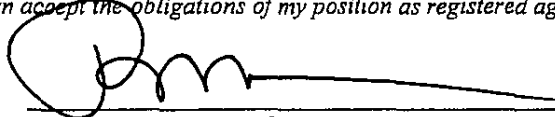
(Name of Registered Agent for Service of Process)

5. 1301 Sixth Avenue West

(Florida street address for Registered Agent)

Bradenton, FL 34205

6. *I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.*



Signature of Registered Agent

7. 330 Garfield Street

(Principal office address)

Santa Fe, NM 87501

8. If limited partnership is a limited liability limited partnership, check box

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9. 330 Garfield Street

(Mailing address)

Santa Fe, NM 87501

10. Name, principal office address, and mailing address of each general partner:

BGK Butler Pointe LLC

(Name)

M07000003005

330 Garfield Street

(Street Address)

Santa Fe, NM 87501

330 Garfield Street

(Mailing Address)

Santa Fe, NM 87501

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)	(Street Address)
	(Mailing Address)
(Name)	(Street Address)
	(Mailing Address)

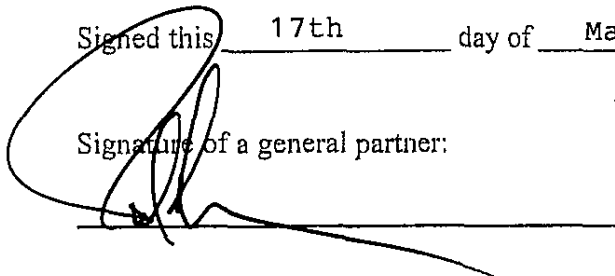
11. Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 17th day of May, 20 07.

Signature of a general partner:



Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

STATE OF NEW MEXICO



OFFICE OF THE SECRETARY OF STATE

LPD2007050401

CERTIFICATE

I, MARY HERRERA, SECRETARY OF STATE FOR NEW MEXICO, DO HEREBY CERTIFY

That

On May 7, 2007, BUTLER POINTE OPERATING ASSOCIATES, LIMITED PARTNERSHIP a New Mexico limited partnership, registered in this office pursuant to the provisions of sections 54-2-1 through 54-2-48 NMSA, 1978 compilation.



GIVEN UNDER MY HAND AND THE GREAT SEAL OF THE STATE
OF NEW MEXICO, IN THE CITY OF SANTA FE, THE CAPITAL,
ON THIS 17th DAY OF May, 2007 A.D.

A handwritten signature in cursive script, appearing to read "Mary Herrera".