

1201 HAYS STREET

800-342-8086

ATLANTA, GA 30301

904-207-9100

904-207-0700 FAX

**CSC** **net**  
PRENTICE HALL  
LEGAL & FINANCIAL

**B 95000000262**  
**B 95000000262**

ACCOUNT NO. : 072100000000

REFERENCE : 646005 1925E

AUTHORIZATION : *Patricia P. P.*

COST LIMIT : \$ ~~132.50~~ **654.50**

ORDER DATE : July 21, 1995

*\$ 1837.50*

ORDER TIME : 10:14 AM

700001544017

ORDER NO. : 646005

CUSTOMER NO: 1925E

CUSTOMER: Mr. Jeffrey P. Taft  
Jones Day Reavis & Pogue  
3500 One Peachtree Center  
303 Peachtree Street, N.e.  
Atlanta, GA 30308-3242

*Filed  
2nd*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 24 PM 12:12

FOREIGN FILINGS

*Will wait*

*B 95000000262*

NAME: WCI COMMUNITIES LIMITED  
PARTNERSHIP

☒ PROFIT  
☐ NON-PROFIT

☒ CORPORATE  
☐ LIMITED PARTNERSHIP

☒ QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

*B/K*  
*7/24/95*

Florida Department of State, Jim Smith, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP  
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. WCI Communities Limited Partnership  
(Name of limited partnership as it is in the home state)
2. \_\_\_\_\_  
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware  
(State of Formation)
4. July 17, 1995  
(Date of Formation)
5. Corporation Service Company  
(Name of Registered Agent for Service of Process)
6. 1201 Hays Street  
(Street Address of Registered Office)  
Tallahassee, Florida 32301
7. Acceptance by the Registered Agent for Service of Process.  
Karel E. Rozar, as agent for Corporation Service Company  
Loren B. Rozar  
(Agent must sign on this line)
8. 1013 Centre Road, Wilmington, Delaware 19805  
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)
9. NAME OF GENERAL PARTNERS: SPECIFIC ADDRESS:  
A & D Communities, Inc., 401 N. Michigan Avenue  
a Delaware corporation Suite 1900  
Chicago, Illinois 60611  
45000081913
10. 801 Laurel Oak Drive, Naples, Florida 33963  
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.
12. 801 Laurel Oak Drive, Naples, Florida 33963  
(Mailing Address of Limited Partnership)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 24 PM 12:12

This 19th day of July, 1995

Attest:

Don E. Ackerman  
Don E. Ackerman, Secretary

A & D COMMUNITIES, INC., its general partner

By: Alfred Hoffman, Jr.  
Alfred Hoffman, Jr., President

STATE OF GEORGIA )

COUNTY OF FULTON )

THE FOREGOING instrument was acknowledged and sworn to before me this 19th day of July, 1995, by Alfred Hoffman, Jr., as President and Don E. Ackerman, Secretary of A & D Communities, Inc. (a Delaware corporation), the general partner of WCI Communities Limited Partnership, a Delaware limited partnership, on behalf of the Limited Partnership.

Patricia M. Wase  
Notary Public

State of Georgia

Notary Public, Douglas County, Georgia  
My Commission Expires April 24, 1999

My commission expires: \_\_\_\_\_

wci/application.718

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUL 24 PM 12:12

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME**, the undersigned, personally appeared Alfred Hoffman, Jr., President of A & D Communities, Inc., which corporation is the sole general partner of WCI Communities Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$100,500,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$86,430,000.

This 19th day of July, 1995.

**FURTHER AFFIANT SAYETH NOT.**

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

**General Partner:**

A & D Communities, Inc.

By: [Signature]

Alfred Hoffman, Jr.,  
President

Attest:

[Signature]  
Don E. Ackerman, Secretary

STATE OF GEORGIA )  
COUNTY OF FULTON )

Date: July 19, 1995

95 JUL 24 PM 12:12

FILED  
SECRETARY OF STATE  
DIVISION OF RECORDS

**BEFORE ME**, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Alfred Hoffman, Jr., President and Don E. Ackerman, Secretary of A & D Communities, Inc. (General Partner), known to me and known by me to be the persons who executed the foregoing Affidavit of Capital Contributions, and they acknowledged to me and before me that they executed this Affidavit on behalf of A & D Communities, Inc. as General Partner of said partnership.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of July, 1995.

[Signature]  
Notary Public

State of Georgia at Large

My commissions expires: Notary Public, Douglas County, Georgia  
My Commission Expires April 24, 1998

1201 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-9771

800-342-8466

B95000000262

**CSC networks**  
PRETEXT MAIL  
LEGAL & FINANCIAL SERVICES

95 DEC -8 AM 11:19  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032  
REFERENCE : 759243 161035A  
AUTHORIZATION : *Patricia Pizito*  
COST LIMIT : \$ 105.00

FILED STATE  
SECRETARY OF CORPORATIONS  
95 DEC -8 AM 10:00

ORDER DATE : December 8, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 759243

CUSTOMER NO: 161035A

000001057773

CUSTOMER: Ms. Maryann Mance  
Westinghouse Communities, Inc.  
3300 University Drive

Coral Springs, FL 33065

DOMESTIC AMENDMENT FILING

NAME: WCI COMMUNITIES LIMITED  
PARTNERSHIP, A DELAWARE  
LIMITED PARTNERSHIP

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:       

*12/8/95*  
*B/N*

DEC 11 '95 16:59 FR CRP CLOSING

934 341 9834 TO 19842228393

P.02/02



**WCI COMMUNITIES  
LIMITED PARTNERSHIP**

804 Laurel Oak Drive, Suite 300  
Naples, Florida 33962-3797  
(941) 378-0000, Fax (941) 397-4401

December 11, 1995


Limited Partnership Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32316-6327

Dear Sir or Madam:

Please be advised that WCI Communities Limited Partnership will  
file its Annual Report with the Division of Corporations prior to  
December 31, 1995.

Very truly yours,

WCI COMMUNITIES LIMITED PARTNERSHIP

  
Vivian H. Hastings  
Senior Vice President

FILED  
SECRETARY OF CORPORATIONS  
95DEC-8 AM 10:03

DEC 11 '95 16:53

0135976411

PAGE.02

\*\* TOTAL PAGE.02 \*\*

**CERTIFICATE OF AMENDMENT  
TO  
APPLICATION FOR REGISTRATION  
OF**

WCI COMMUNITIES LIMITED PARTNERSHIP, a Delaware limited Partnership  
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The name of the General Partner is:  
INVESTORS OF WCI, INC.  
801 Laurel Oak Drive  
Naples FL 33963

INVESTORS OF WCI, INC.

INVESTORS OF WCI, INC.

By: 

(Signature of a General Partner)

Alfred Hoffman, Jr., President

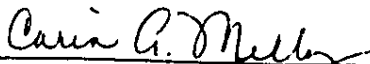
(Typed or printed name of General Partner signing above)

STATE OF FLORIDA

COUNTY OF COLLIER

On this 6<sup>th</sup> day of December, 19 95, Alfred Hoffman, Jr. personally  
appeared before me,

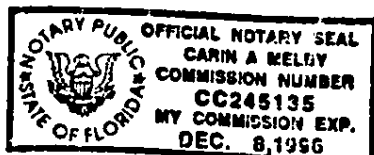
- ☒ who is personally known to me  
☐ whose identity I proved on the basis of \_\_\_\_\_



(Notary Public Signature)

CARIN A. MELBY

(Notary's Printed Name)



Seal

My Commission Expires: 12/8/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC -8 AM 10:03

FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JAN -3 AM 9:30

1. Name of Limited Partnership

1a. DOCUMENT #  
B95000000262

WCI COMMUNITIES LIMITED PARTNERSHIP

Mailing Address  
801 LAUREL OAK DRIVE  
NAPLES FL 33963

Principal Office Address  
1313 CENTRE ROAD  
WILMINGTON DE 19805

01/10 DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

100001685621

2a. New Principal Office, If Applicable

01/10/96 01151-884

\*\*\*\$76.25 \*\*\*\$76.25

Suite, Apt. #, etc.

City, State & Zip

3. Date Form 1 or Registered to Do Business in  
FLORIDA

07/24/1995

3a. Date of Last Report

4. State or Country of Formation

DE

5a. Capital Contributions as Shown  
or Record

\$86,430,000.00

5b. Amount of Capital Contributions in  
FLORIDA to date

\$86,430,000.00

6. FEI Number

65-0593738

Applied For

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50  
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)

Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.

MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY  
1301 HAYS STREET  
TALLAHASSEE FL 32301

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.105 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/  
Document Number

A & D COMMUNITIES, INC.

401 N. HIGHWAY AVE.

CHICAGO IL 60611

FD000001015

Investors of WCI, Inc.

801 Laurel Oak Drive

Naples, FL 33963

F95000003529

(Amendment  
filed 12/3/95)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

Investors of WCI, Inc.

SIGNATURE

*Vivien Hastings*

DATE

12/28/95

Typed or Printed Name of General Partner Signing Form

Vivien Hastings, Secretary

Telephone Number (941) 597-6061

CR2003 (6/95)



B9500000262



WCI COMMUNITIES  
LIMITED PARTNERSHIP  
801 Laurel Oak Drive, Suite 500  
Naples, Florida 33963-2797

CORPO

800001880158  
-07/01/96--01023--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

NUMBER(S), (if known):

1. \_\_\_\_\_ (Document #) \_\_\_\_\_
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

☐ Walk in  
☐ Mail out

☐ Pick up time \_\_\_\_\_  
☐ Will wait

☐ Photocopy

☐ Certified Copy  
☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

56 JUL -1 PM 1:11

APPROVED  
AND  
FILED

B9500000262  
RA CM  
7-1-96

**LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT, OR BOTH**

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. WCI COMMUNITIES LIMITED PARTNERSHIP  
Name of the limited partnership
2. July 24, 1995 3. B95000000262  
Date of filing/registration in Florida Document number assigned

4. The name and address of the present registered agent and office:

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

Vivien Hastings

801 Laurel Oak Drive, Suite 500

Naples, Florida 33963

Such change was authorized by the general partners.

INVESTORS OF WCI, INC. a Delaware corporation

By: [Signature]

Signature of General Partner

6-11-96  
Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, 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 obligation of my position as registered agent.

By: [Signature]

Registered Agent signature

Vivien Hastings

6-11-96  
Date

**Filing Fee: \$35.00**

**Division of Corporations**