

A98000000474

Requestor's Name

3151 Woodhill Dr.

Address

Tallahassee, FL 32303

City/State/Zip

Phone #

514-6287

Office Use Only

08 FEB 20 PM 3:33

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Key Larkin, Ltd. (Corporation Name) (Document #) 900002408849--5
-01/22/98--01065--014
*****82.75 *****82.75
2. _____ (Corporation Name) (Document #) 13
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #) 900002408849--5
-01/22/98--01065--015
*****13.50 *****13.50

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ 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 checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

A98-474

Name	<u>Key Larkin, Ltd.</u>
Availability	<u>9525</u>
Document Examiner	<u>9525</u>
Updater	<u>9525</u>
Updater Verifier	<u>9525</u>
Acknowledgment	<u>9525</u>
W. P. Verifier	<u>9525</u>

LP-87.50
CERT 8.75

Examiner's Initials	
---------------------	--



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 22, 1998

SHANE L. ACEVEDO
3151 WOODHILL DRIVE
TALLAHASSEE, FL 32303

SUBJECT: KAY LARKIN, LTD.
Ref. Number: W98000001519

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 3:33

We have received your document for KAY LARKIN, LTD. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Before this partnership can be filed, the corporate general partner -- RIVERSIDE BUILDERS, INC. -- will have to be registered with the Florida Division of Corporations.

ALSO, RIVERSIDE BUILDERS, INC. will have to SIGN both the CERTIFICATE and the AFFIDAVIT.

And the AFFIDAVIT OF CAPITAL CONTRIBUTIONS must be corrected.

It presently states that \$500.00 has been contributed by the "Partners." On the AFFIDAVIT, you are only supposed to state contributions by the "Limited Partners."

It is our understanding that only \$100.00 has been contributed by the Limited Partners. So first, you would state that.

Then you must state the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT. You may either state this amount, or if it is the case that NO ADDITIONAL LIMITED PARTNER CONTRIBUTIONS ARE ANTICIPATED, you may simply state that.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 098A00003587

CERTIFICATE OF LIMITED PARTNERSHIP OF

KAY LARKIN, Ltd.

A Florida Limited Partnership

We, the undersigned desiring to form a partnership, pursuant to the Florida Uniform Limited Partnership Act as set forth in § 620.02 et seq. of the Florida Statutes, do hereby certify:

1. The name of the Partnership shall be ***Kay Larkin, Ltd.*** and shall be referred to as the "Partnership".

2. The Partnership purpose shall be to engage in the business of buying, selling, syndicating, constructing, rehabilitating, owning, and managing a multi-family apartment complex in Putnam County, Florida known as ***Kay Larkin Apartments*** hereinafter known as the "Project", a Tax Credit enhanced Low Income Housing project. The legal description of said property is attached hereto, made a part hereof and marked "Exhibit A". The Partnership shall further have the right to engage in any other such related business activities as are required to effect the successful purpose of the Partnership, including the buying, selling, syndicating, constructing, rehabilitating, owning, and managing of other multi-family apartment complexes if it chooses to do so.

3. The business address of the Partnership is:

**311 W. Towles Road
Palatka, Florida 32177**

4. The mailing address of the partnership is:

**Rt. 6 Box 884
Palatka, Florida 32177**

5. The name of the Registered Agent for service of process of this Limited Partnership and the address of the Registered Office are:

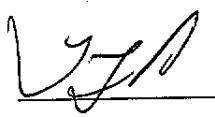
**Roy E. Campbell, Jr.
311 W. Towles Road
Palatka, Florida 32177**

6 (a). The names and addresses of the General Partners of the Partnership are:

**Roy E. Campbell, Jr.
1 First Street
St. Augustine Beach, Florida 32084**

Initials:







FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
28 FEB 20 PM 3:33

Riverside Builders Of Putnam County, Inc.

**Physical Address:
311 W. Towles Road
Palatka, Florida 32177**

**Mailing Address:
Rt. 6 Box 884
Palatka, Florida 32177**

**Project Teamwork, Inc.
16950 S. W. 90th Avenue
Miami, Florida 33157**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 3:33

K07812

194-5306

6 (b) There shall be one Original Limited Partner. It is anticipated that this Original Limited Partner shall withdraw leaving all his rights and interest in the Project, including all rights to profits, losses, cash flow, Tax Credits and residual rights upon sale of the project to the new Limited Partner(s).

7. The Partnership shall exist for a period of twenty (20) years or until such earlier time that may be dissolved by operation of law; by specific, intentional acts of the General Partner(s); or with the consent of all the Partners.

8. The amount of cash and the description of and agreed value of other property contributed by the Partners is Seven Hundred Dollars (\$700.00).

9. The Original Limited Partner is under no obligation to make additional contributions to the Partnership but may make such contributions from time to time as needed. Future Limited Partners, after their initial contribution, will not be under obligation to make additional contributions to the Partnership, either.

10. The Original Limited Partner's contribution shall be made and received by the Partnership no later than the day of execution of the Partnership Agreement.

11. All net cash flow to be distributed to the Limited Partners shall be made in cash only. The share of net cash flow or any other compensation by way of income, other than Tax Credits, which each Limited Partner shall receive by reason of his or her contribution, pro rata. Limited Partners shall receive Ninety-Nine Percent (99%) of Net Cash Flow and Ninety-Nine Percent (99%) of all Tax Credits.

12. The General Partners, collectively, shall make an initial contribution to the Partnership

Initials: RCC JP GL

Certificate of Limited Partnership
Kay Larkin, Ltd. Page 3

in the amount of Six Hundred Dollars (\$600.00) and the Original Limited Partner shall make an initial contribution to the Partnership in the amount of One Hundred Dollars (\$100.00). These funds shall operate as "seed funding" to begin the initial process of buying, selling, syndicating, constructing, rehabilitating, and managing a multi-family apartment complex in Putnam County Florida known as "*Kay Larkin Apartments*".

13. There shall be no order of priority as to return of contributions or compensation to any of the Limited Partners.

14. The Partnership term shall commence on December 23, 1997 and continue thereafter until December 22, 2017 or the earlier happening of the following, whichever occurs first:

(a) On the dissolution of the Partnership by law;

(b) On the sale, abandonment or disposal by the Limited Partnership of all or substantially all of its assets;

(c) On the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the Limited Partnership to be bankrupt and the expiration of the period, if any, allowed by applicable law to appeal therefrom;

(d) On the death, retirement, expulsion, removal, mental incompetency, withdrawal, retirement, receivership, or bankruptcy of a General Partner (or the dissolution, merger, consolidation or reorganization of any General Partner that is not an individual);

(e) On the failure of the Partners to fund any operating deficit, the effect of which would be to render the Partnership insolvent.

15. On the death, retirement, expulsion, removal, mental incompetency, withdrawal, retirement, receivership, or bankruptcy of a General Partner (or the dissolution, merger, consolidation or reorganization of any General Partner that is not an individual), all the remaining Partners shall have the right to elect to continue the business of the Partnership under the same name, by themselves, or with any additional persons, they may choose. If the Partners remaining desire to continue the business, but not together, the Partnership shall be liquidated.

16. In the event of the death, retirement, or insanity of a General Partner, the remaining General Partners, if any, shall have the right to carry on the business of the Partnership, as stated above, but shall offer the Limited Partners a limited right of withdrawal from the Partnership or conditions that: (1) the Partnership buy out such limited only to the extent the Partnership can sustain such cash withdrawals, and (2) such withdrawals as may be requested shall not constitute a

Initials:

R.L.C.

J.P.

DS

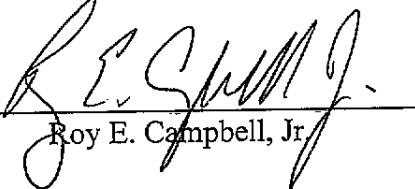
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 20 PM 3:33

constructive dissolution of the Partnership.

17. A General Partner may be removed by the unanimous affirmative vote of all of the other Partners, but only for acts that constitute intentional violations of fiduciary duty to the Partnership, gross negligence, or wanton and willful acts in contravention of the Partnership's best interests or business purposes.

18. The Limited Partners shall be entitled to an annual Preferred Return of Net Cash Flow of Five Percent (5%) per annum of the contributed capital of the respective Limited Partners. This is a minimum amount to be distributed to the Limited Partners. In the event that this amount is not available to the Limited Partners in any year, the rights to this minimum Preferred Return shall be cumulative and such return will be made up to the Limited Partners in following years, before distribution of profits to the General Partners for that year present year.

General Partner, Kay Larkin, Ltd.

by 
Roy E. Campbell, Jr.

General Partner, Kay Larkin, Ltd.
Riverside Builders of Putnam County, Inc.

by 
Terrance Parker, President


General Partner, Kay Larkin, Ltd.
Project Teamwork, Inc.

by 
Rick Englert, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 FEB 20 PM 3:33

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Roy E. Campbell, Jr., the Managing General Partner of Kay Larkin, Ltd., a Florida Limited Partnership, hereby certifies that the total amount of cash and other property contributed by the

Initials:   

Certificate of Limited Partnership
Kay Larkin, Ltd. Page 5

Limited Partners is One Hundred Dollars (\$100.00). Said amount has been contributed as of this date. No additional Limited Partner contributions are anticipated.

The undersigned has hereunto executed this certificate on _____,
19____.

General Partner, Kay Larkin, Ltd.

by

Roy E. Campbell, Jr.

General Partner, Kay Larkin, Ltd.

by

Terrance Parker

General Partner, Kay Larkin, Ltd.

by

Rick Englert

STATE OF FLORIDA
COUNTY OF PUTNAM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 20 PM 3:33

BEFORE ME, the undersigned Notary Public, personally appeared Roy E. Campbell, Jr., Managing General Partner of Kay Larkin, Ltd., a Florida Limited Partnership, personally known to me to be the person herein described or who presented the following form of identification _____ and after being duly sworn under oath he acknowledged to and before me that he executed the foregoing instrument for the purposes therein and that the facts alleged therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of February, 1998.

Dolores Smith
Notary Public, State of Florida

At Large

DOLORES SMITH
Print, type or stamp name of Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PUTNAM



DOLORES SMITH
Notary Public, State of Florida
My Comm. Exp. Aug. 31, 1999
Comm. No. CC 487819

Initials: R.E.C.

UTD

RE

Certificate of Limited Partnership
Kay Larkin, Ltd. Page 6

BEFORE ME, the undersigned Notary Public, personally appeared Terrance Parker, General Partner of Kay Larkin, Ltd., a Florida Limited Partnership, personally known to me to be the person herein described or who presented the following form of identification _____ and after being duly sworn under oath he acknowledged to and before me that he executed the foregoing instrument for the purposes therein and that the facts alleged therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of February, 1998.



DOLORES SMITH
Notary Public, State of Florida
My Comm. Exp. Aug. 31, 1999
Comm. No. CC 487819

Dolores Smith
Notary Public, State of Florida

At Large

DOLORES SMITH
Print, type or stamp name of Notary Public

My Commission Expires: 8-31-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 FEB 20 PM 3:33

STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME, the undersigned Notary Public, personally appeared Rick Englert, General Partner of Kay Larkin, Ltd., a Florida Limited Partnership, personally known to me to be the person herein described or who presented the following form of identification _____ and after being duly sworn under oath he acknowledged to and before me that he executed the foregoing instrument for the purposes therein and that the facts alleged therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 19 day of February, 1998.

Theodore Leroy Place III
Notary Public, State of Florida
At Large

Theodore Leroy Place III
Notary Public, State of Florida
At Large

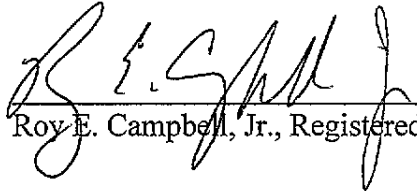
Print, type or stamp name of Notary Public

My Commission Expires: OCT 10, 99

Initials: R.E.C. L.P.P. R.E.

ACCEPTANCE OF REGISTERED AGENT

I, Roy E. Campbell, Jr., hereby acknowledge that I am familiar with the duties and responsibilities as Registered Agent of Kay Larkin, Ltd. and hereby accept said duties and responsibilities.



Roy E. Campbell, Jr., Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 3:33

Initials: R.E.C.

VJP

RG

EXHIBIT "A"

The following is the legal description for the real estate referred to in the Limited Partnership Agreement and in the Certificate of Limited Partnership for Kay Larkin, Ltd.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 3:33

Initials:

R.L.C.

YLP

RG

LEGAL DESCRIPTION

A part of the South 1/2 of the Southwest 1/4 of Section 3, Township 10 South,
Range 26 East, Putnam County, Florida.

Containing 6.00 acres more or less.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 20 PM 3:33