

Attorneys 7/1/98
Requestor's Name

660 E Jefferson St
Address

Tallahassee 222-2785
City/State/Zip Phone #

A98000001729

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 3:41

- 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 type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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7/20/98
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Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

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DIVISION OF CORPORATIONS
98 JUL 20 PM 3:42

This Certificate of Limited Partnership of **NAPLES FAIRWAYS DEVELOPMENT, LTD.**, a Florida limited partnership, is made by **FAIRWAYS DEVELOPMENT OF NAPLES, INC.**, a Florida corporation ("General Partner"); and **RICHARD K. BENNETT**, as Trustee of Land Trust No. 5222 (being hereinafter sometimes referred to as "Class A Limited Partner"); the General Partner and the Limited Partner being sometimes hereinafter collectively referred to as the "Partners".

WHEREAS, General Partner and the Limited Partner intend to execute a Limited Partnership Agreement (the "Limited Partnership Agreement") in furtherance of their desire to form a Florida limited partnership to be known as **NAPLES FAIRWAYS DEVELOPMENT, LTD.** (the "Partnership"); and

WHEREAS, General Partner desires to form the Partnership by executing this Certificate of Limited Partnership in duplicate and filing an original hereof with the Department of State of the State of Florida;

NOW, THEREFORE, the undersigned hereby certifies that:

1. Name. The name of the Partnership is **NAPLES FAIRWAYS DEVELOPMENT, LTD.**
2. Office. The address of the Partnership's office is 4500 Executive Drive, Suite 300, Naples, FL 34119.
3. Statutory Agent. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105 of the Florida Statutes is Leo J. Salvatori, 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.
4. General Partner. The name and business address of the sole General Partner of the Partnership is **FAIRWAYS DEVELOPMENT OF NAPLES, INC.**, 4500 Executive Drive, Naples, FL 34119.

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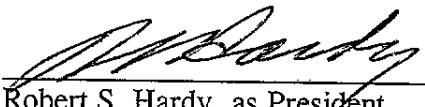
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DIVISION OF CORPORATIONS
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- 5. Mailing Address. The mailing address for the Partnership is 4500 Executive Drive, Suite 300, Naples, FL 34119.
- 6. Dissolution. The latest date upon which the Partnership is to be terminated and dissolved is the last day of December, 2025.

IN WITNESS WHEREOF, the necessary party hereto has executed this Certificate as of the day and year first above written, and has sworn to the above Certificate.

GENERAL PARTNER:

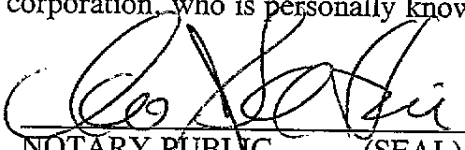
(Corporate Seal)
FAIRWAYS DEVELOPMENT OF
NAPLES, INC., a Florida corporation,


Robert S. Hardy, as President

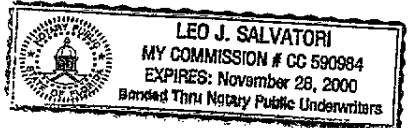
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 16th day of July, 1998, by ROBERT S. HARDY, as President of FAIRWAYS DEVELOPMENT OF NAPLES, INC., a Florida corporation, who is personally known to me.

My Commission Expires:


NOTARY PUBLIC (SEAL)
(Print name below)

Leo J. Salvatori
Notary Public
Serial # (if any) _____

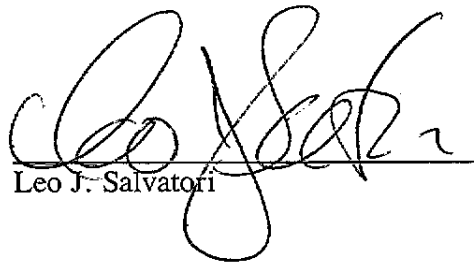


ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

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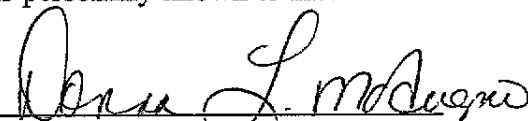
Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned is familiar with and accepts the obligations of said appointment, and agrees to comply with the provisions of Florida Statutes relative to keeping open said office.

Date: July 16, 1998


Leo J. Salvatori

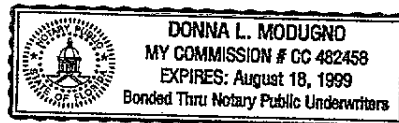
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and subscribed before me this 16th day of July, 1998, by Leo J. Salvatori, who is personally known to me.


NOTARY PUBLIC (SEAL)
(Print name below)

My Commission Expires:

Donna L. Modugno
Notary Public
Serial # (if any) _____



AFFIDAVIT OF CAPITAL CONTRIBUTIONS


STATE OF FLORIDA
COUNTY OF COLLIER

FILED STATE
SECRETARY OF CORPORATIONS
98 JUL 20 PM 3:12

ROBERT S. HARDY, as President of FAIRWAYS DEVELOPMENT OF NAPLES, INC., a Florida corporation, being sworn, upon his oath deposes and says:

1. FAIRWAYS DEVELOPMENT OF NAPLES, INC. is the sole General Partner of NAPLES FAIRWAYS DEVELOPMENT, LTD., a Florida limited partnership, according to that certain Limited Partnership Agreement by and between FAIRWAYS DEVELOPMENT OF NAPLES, INC. and the Class A Limited Partner named therein.
2. This affidavit is being made in accordance with Section 620.108(1) of the Florida Statutes.
3. Pursuant to the Limited Partnership Agreement, the Class A Limited Partner has agreed to make a capital contribution of up to \$8,500,000.00 to the Partnership.
4. Pursuant to the Limited Partnership Agreement, the Class B Limited Partner(s) (if any) has agreed to make capital contributions of up to \$8,500,000.00 to the partnership.
5. The total amount of capital contributions anticipated to be contributed by the Limited Partners is \$17,000,000.00.

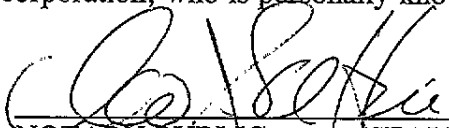
(Corporate Seal)
FAIRWAYS DEVELOPMENT
OF NAPLES, INC.,
a Florida corporation,


Robert S. Hardy, as President

STATE OF FLORIDA
COUNTY OF COLLIER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 4:15

The foregoing instrument was sworn to and subscribed before me this 16th day of July, 1998, by ROBERT S. HARDY, as President of FAIRWAYS DEVELOPMENT OF NAPLES, INC., a Florida corporation, who is personally known to me.


NOTARY PUBLIC (SEAL)
(Print name below)

My Commission Expires:



Leo J. Salvatori
Notary Public
Serial # (if any) _____