

# A 0000000000320

Parrish, White, Lawhon & Moore, P.A.  
ATTORNEYS AT LAW



JON D. PARRISH  
JOHN P. WHITE

ANTHONY M. LAWHON  
MICHAEL G. MOORE  
FLOYD S. YARNELL

February 16, 2000

*VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY*

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

600003138986--3  
-02/17/00--01068--020  
\*\*\*\*787.50 \*\*\*\*787.50

Re: *New Filing: Vista Gardens II, Ltd.; Vista  
Gardens Holding Co.*

Dear Sir or Madam:

Attached please find the original and one copy of the following documents with respect to the above-referenced entities:

1. With respect to Vista Gardens Holding Co.:
  - a. Original and one (1) copy of the Articles of Incorporation and Designation (and Acceptance) of Registered Agent; and
  - b. Our firm's check in the amount of \$122.50, representing the cost of the filing fee and one (1) certified copy of the Articles; and
2. With respect to Vista Gardens II, Ltd.:
  - a. Original and one (1) copy of Certificate of Limited Partnership, including designation and acceptance of Registered Agent;
  - b. Affidavit of Capital Contributions; and
  - c. Our firm's check in the amount of \$787.50, calculated as follows:
    1. \$700 filing fee based upon anticipated capital contributions of \$100,000;
    2. \$35 for designation of registered agent; and
    3. \$52.50 for one (1) certified copy of the Certificate of Limited Partnership.

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FEB 17 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mt  
2/23

Please forward any correspondence and/or inquiries to:

Parrish & Moore, P.A.  
c/o Michael G. Moore  
2171 Pine Ridge Road, Ste D.  
Naples, Florida 34109

If you have any questions concerning the foregoing, or if you need additional information or documentation, please do not hesitate to contact my office.

Very Truly Yours,

PARRISH, WHITE, LAWHON & MOORE, P.A.



Michael G. Moore

Enclosures as stated

cc: John T. Magocs  
Gene Luciano

FILED  
00 FEB 17 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR  
VISTA GARDENS II, LTD.**

STATE OF FLORIDA  
COUNTY OF COLLIER ss: Naples

BEFORE ME, a Notary Public, this date appeared John T. Magocs, an officer and director of **Vista Gardens Holding Co.**, a Florida corporation and sole general partner of the above-referenced limited partnership, to me personally known, who being by me first duly sworn, deposes and days:

1. *Names and Addresses.* The name and address of the General Partner are as follows:

Vista Gardens Holding Co.  
c/o John T. Magocs  
4100 Corporate Square #105  
Naples, Florida 34104

2. *Capital Contributions.* The initial capital contributions of the partners of Vista Gardens II, Ltd. are as follows:

a. <b>General Partner:</b>	\$ 600.00
b. <b>Limited Partners:</b>	<u>29,400.00</u>

Total Initial Capital Contributions: \$30,000.00

3. *Additional Capital Contributions.* The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100,000.00.

Executed this \_\_\_ day of February, 2000.

*Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

VISTA GARDENS HOLDING CO.  
General Partner

By: John T. Magocs Pres  
John T. Magocs, President

Sworn to and subscribed before me this 16<sup>th</sup> day of February, 2000, by John T. Magocs, as President of Vista Gardens Holding Co., sole general partner of Vista Gardens II, Ltd., who is ( ) personally known to me or (✓) who produced identification: FL. DRIVERS LICENSE.



Marie A. Duvall  
Commission # GG 835679  
Expires Aug. 22, 2001  
Bonded Thru  
Atlantic Bonding Co., Inc.

Marie A. Duvall  
Notary Public, State of Florida

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ALLAHASSEE FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP  
VISTA GARDENS II, LTD.**

Pursuant to the provisions of Sections 620.108 and 620.105(2), Florida Statutes, the undersigned Florida Limited Partnership, organized under the laws of the State of Florida, submits the following statement:

One: The name of the limited partnership is **Vista Gardens II, Ltd.**

Physical Address: 4100 Corporate Square #105  
Naples, Florida 34104

Mailing Address: c/o John T. Magocs  
4100 Corporate Square #105  
Naples, Florida 34104

Two: The name and address of the Registered Agent for service of process is:

Anthony M. Lawhon  
C/o Parrish, White, Lawhon & Moore, P.A.  
2171 Pine Ridge Road, Ste. D  
Naples, Florida 34109

Three: The latest date upon which the Limited Partnership is to be dissolved is December 31, 2035.

Four: The name and address of the sole General Partner are:

Vista Gardens Holding Co.  
c/o John T. Magocs  
4100 Corporate Square #105  
Naples, Florida 34104

*Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

Executed this 16<sup>th</sup> day of February, 2000.

VISTA GARDENS HOLDING CO.  
General Partner

By: John T. Magocs Pres.  
John T. Magocs, President

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TALLAHASSEE, FLORIDA

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## ACCEPTANCE OF REGISTERED AGENT

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Anthony M. Lawhon

2/16/00  
Date

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00 FEB 17 AM 10:50  
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TALLAHASSEE, FLORIDA