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Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 922-4003

From:  
Account Name : BERMAN WOLFE & RENNERT, P.A.  
Account Number : 076103002011  
Phone : (305) 577-4166  
Fax Number : (305) 373-6036

**FLORIDA LIMITED PARTNERSHIP**  
**WHISPERING OAKS HOUSING PARTNERS, LTD.**

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$96.25

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**CERTIFICATE OF LIMITED PARTNERSHIP****OF****WHISPERING OAKS HOUSING PARTNERS, LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. **NAME.** The name of the Limited Partnership is:

**WHISPERING OAKS HOUSING PARTNERS, LTD.**

2. (a) **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.** The address of the office of the Partnership at which place the records shall be maintained is:

**1006 Beckstrom Drive  
Oviedo, Florida 32765**

- (b) **REGISTERED AGENT.** The name and address of the Partnership's agent for service of process is:

**Becky T. Edwards  
100 Beckstrom Drive  
Oviedo, Florida 32765**

3. **GENERAL PARTNER(S).** The name(s) and address(es) of the General Partner is:

**Whispering Oaks Housing Associates, Inc., a Florida corporation  
1006 Beckstrom Drive  
Oviedo, Florida 32765**

4. **MAILING ADDRESS.** The mailing address for the Limited Partnership is:

**c/o BNG Partners, Inc.  
1006 Beckstrom Drive  
Oviedo, Florida 32765**

5. **DISSOLUTION DATE.** The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until **December 31, 2050**, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Q-21032

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IN WITNESS WHEREOF, the undersigned General Partners have hereunto executed this Certificate as of the 29th day of February, 2000.

## GENERAL PARTNER:

[CORPORATE SEAL]

WHISPERING OAKS HOUSING  
ASSOCIATES, INC., a Florida corporation

By: [Signature]  
Becky Edwards, President

STATE OF FLORIDA  
COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 29th day of February, 2000, by **Becky T. Edwards**, as President, of **Whispering Oaks Housing Associates, Inc.**, a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:



[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

[Signature]  
BECKY T. EDWARDS,  
Registered Agent  
Dated: February 29th, 2000

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

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STATE OF FLORIDA

COUNTY OF Pinellas

BEFORE ME, a Notary Public, personally appeared **Becky T. Edwards**, as **President of Whispering Oaks Housing Associates, Inc.**, a Florida corporation, (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of **Whispering Oaks Housing Associates, Inc.**, a Florida corporation (the "Corporation").

2. The Partnership is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name **WHISPERING OAKS HOUSING PARTNERS, LTD.**

3. The amount of capital contributions to date of the limited partners is **\$1,000.00**.

4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$1,000.00**.

5 The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

**WHISPERING OAKS HOUSING  
ASSOCIATES, INC.** a Florida  
corporation

By: 

Becky T. Edwards, President

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