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Allen Land, Cur To Filed
Requester's Name

14 E. WASHINGTON ST. STE 600
Address

Orlando, FL 32801
City/State/Zip Phone #
407-422-8250

Office Use Only

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

1. WINDERMERE SCHOOL PARTNERS LTD
(Corporation Name) (Document #)

2. [Signature]
(Corporation Name) (Document #)

400003854974-18
-03/16/01--01001--002
***1837.50 ***1837.50

(Corporation Name) (Document #)

(Corporation Name) (Document #)

☒ Wait in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☒ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

h/r
3/15

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WINDERMERE SCHOOL PARTNERS, LTD.**

The undersigned, being the General Partner of WINDERMERE SCHOOL PARTNERS LTD, a FLORIDA LIMITED PARTNERSHIP, does execute this Certificate and does hereby affirm, under penalty of perjury, that the facts stated herein below are true:

01 MAR 85 PM 3:25
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Partnership is:

WINDERMERE SCHOOL PARTNERS, LTD, a Florida Limited Partnership

2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Thomas R. Allen, Esq.
c/o Allen, Lang, Curotto & Peed, P.A.
14 E. Washington Street, Suite 600
Orlando, Florida 32801

(Mailing address: P.O. Box 3628
Orlando, Florida 32802-3628)

3. The name and address of the General Partner :

THE AMERICAN CAMPUS PROPERTIES, INC.
6189 Winter Garden-Vineland Road
Windermere, FL 34786

P99000089390

4. The mailing address for the Limited Partnership is:

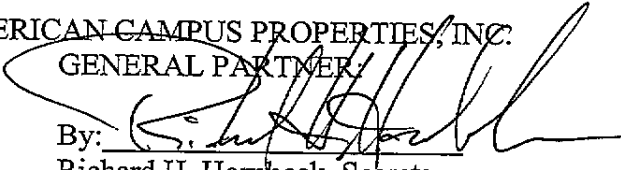
6189 Winter Garden-Vineland Road
Windermere, FL 34786

5. The latest date upon which the limited Partnership is to dissolve is:

Perpetual.

6. This document has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes.

THE AMERICAN CAMPUS PROPERTIES, INC.
GENERAL PARTNER:

By: 
Richard H. Hornbeck, Secretary

AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned authority, personally appeared RICHARD H. HORNBECK of THE AMERICAN CAMPUS PROPERTIES, INC., a Florida corporation, the General Partner of WINDERMERE SCHOOL PARTNERS, LTD, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies as follows:

1. The amount of the initial and total anticipated capital contribution of the Limited Partners of the Partnership is the fair market value of certain assets in the amount of \$6,000,000.00.

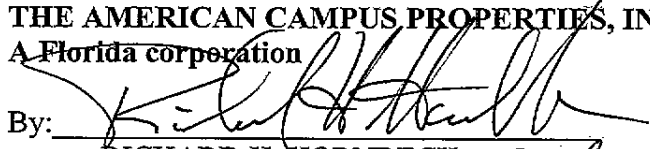
Dated this 14 day of March, 2001.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

GENERAL PARTNER

THE AMERICAN CAMPUS PROPERTIES, INC.
A Florida corporation

By: 

RICHARD H. HORNBECK, SECRETARY

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this date by RICHARD H. HORNBECK of THE AMERICAN CAMPUS PROPERTIES, INC., a Florida corporation, General Partner. He is personally known to me.


NOTARY PUBLIC

My Commission Expires:

FILED
MAR 15 PM 3:25
CLERK OF COUNTY OF ORANGE
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

Having been named as the Registered Agent for WINDERMERE SCHOOL PARTNERS, LTD for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.



Thomas R. Allen, Registered Agent

FILED
01 MAR 15 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA