

A01000000760



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 168954 4329479

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
JUN - 4 PM 12:58
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : May 31, 2001

ORDER TIME : 11:35 AM

ORDER NO. : 168954-005

CUSTOMER NO: 4329479 CERT -52.50

CUSTOMER: Ms. Jennifer A. Newcombe
Baker & Hostetler LLP
Suntrust Building
200 South Orange Avenue
Suite 2300
Orlando, FL 32801

7000004336047--1
-05/31/01--01030--035
***1785.00 ***1785.00

RECEIVED
01 MAY 31 PM 12:07
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: TEMPUS RESORTS 2001-A LP

EFFECTIVE DATE: 5

7000004336047--1
-06/05/01--01027--012
*****52.50 *****52.50

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: 32 614

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

201A000033796



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 31, 2001

SARA LEA
CSC
TALLAHASSEE, FL

SUBJECT: TEMPUS RESORTS 2001-A LP
Ref. Number: W01000012411

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TEMPUS RESORTS 2001-A LP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,785.00 payment.

Florida limited partnerships cannot use the "LP" suffix. Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

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: 301A00033186

RESUBMIT

Please give original
submission date as file date

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TEMPUS RESORTS 2001-A LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited partnership under the provisions and subject to the requirements of the laws of the State of Florida (particularly Chapter 620 of the Florida Statutes and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Florida Revised Uniform Limited Partnership Act"), hereby certifies that:

FIRST: The name of the limited partnership (hereinafter called the "Partnership") is Tempus Resorts 2001-A LTD.

SECOND: The mailing address and street address of the principal office of the Company is 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819, or such other place as the General Partner of the Partnership may determine from time to time.

THIRD: The address, including street, number, city, and county, of the registered office of the Partnership in the State of Florida is 200 S. Orange Ave., Suite 2300, City of Orlando, 32801, County of Orange; and the name of the registered agent of the Partnership in the State of Florida at such address is A.G.C. Co.

FOURTH: The term of the Partnership shall continue in perpetuity unless the Partnership is earlier dissolved (and not continued by the Limited Partners) pursuant to the Act or as otherwise agreed to by the Partners.

FIFTH: The name and mailing address of each general partner of the Partnership is as follows:

Tempus Funding I, LLC

W-01000008637

7380 Sand Lake Road, Suite 600
Orlando, Florida 32819

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of Tempus Resorts 2001-A LTD. this 25th day of May, 2001.

TEMPUS FUNDING I, LLC,
a Florida limited liability company

By: R. Farwell

Roger Farwell
President

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute Section 620.105, Tempus Resorts 2001-A LTD. submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited partnership is Tempus Resorts 2001-A LTD.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited partnership at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: May 25th, 2001

A.G.C. CO.

By: 

Name: Kenneth C. Wright
Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR

TEMPUS RESORTS 2001-A LTD.


The undersigned, constituting the sole general partner of Tempus Resorts 2001-A ^{LTD.}, a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$44,700,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

TEMPUS FUNDING I, LLC,
a Florida limited liability company

By: 
Roger Farwell
President

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