



# A01000001058

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 383490 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 3, 2001

ORDER TIME : 11:19 AM

ORDER NO. : 383490-015

CUSTOMER NO: 11626A

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-08/03/01--01087--003  
\*\*\*1837.50 \*\*\*1837.50

CUSTOMER: Ms. Gail Neuharth  
Myers Krause & Stevens

Suite 600  
5811 Pelican Bay Boulevard  
Naples, FL 34108

DOMESTIC FILING

NAME: PANZERA PROPERTIES, LTD.

\*\*\*\*FILE 2ND\*\*\*\*

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

RECEIVED  
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DIVISION OF CORPORATION

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**CERTIFICATE OF LIMITED PARTNERSHIP  
PANZERA PROPERTIES, LTD.**

The undersigned sole general partner, desiring to form a limited partnership pursuant to the laws of the State of Florida, certifies as follows:

1. **Name of Limited Partnership.** The name of the limited partnership is **PANZERA PROPERTIES, LTD.**
2. **Office for Maintenance of Business Records.** The address of the office at which the records of the limited partnership will be kept is c/o Myers Krause & Stevens, Chartered, 5811 Pelican Bay Blvd., Suite 600, Naples, FL 34108.
3. **Agent for Service of Process.** The name and address of the partnership's agent for service of process in Florida are Gail K. Neuharth, Esq., c/o Myers Krause & Stevens, Chartered, 5811 Pelican Bay Boulevard, Suite 600, Naples, Florida 34108.
4. **General Partner.** The name and business address of the General Partner in the Limited Partnership are as follows:

<u>Name</u>	<u>Address</u>
PANZERA PROPERTIES, INC. 901000076579	c/o Myers Krause & Stevens, Chartered 5811 Pelican Bay Blvd., Suite 600 Naples, FL 34108

5. **Mailing Address of Partnership.** The mailing address of the limited partnership is c/o Myers Krause & Stevens, Chartered, 5811 Pelican Bay Blvd., Suite 600, Naples, FL 34108.
6. **Latest Date of Dissolution.** The latest date on which the limited partnership is to dissolve is December 31, 2051.

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.

Dated as of this 2<sup>nd</sup> day of August, 2001.

**GENERAL PARTNER**  
**PANZERA PROPERTIES, INC.,**  
a Florida corporation

Margaret M. Hare  
By: Margaret M. Hare  
Its: President

I hereby accept appointment as registered agent for the partnership.

Gail K. Neuharth  
GAIL K. NEUHARTH

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole General Partner of **PANZERA PROPERTIES, LTD.**, declares that the capital contributions of the Limited Partners in the partnership are as follows:

The Limited Partners have made and anticipate to make capital contributions of \$25,000,000.

Further Affiant sayeth not. 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.

**PANZERA PROPERTIES, INC.**  
a Florida corporation,  
**GENERAL PARTNER**

Margaret M. Hare  
By: Margaret M. Hare  
Its: President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF NEW YORK  
COUNTY OF NASSAU

The foregoing instrument was sworn to and subscribed before me this 25 day of July, 2001, by Margaret M. Hare, the President of PANZERA PROPERTIES, INC., as General Partner of PANZERA PROPERTIES, LTD., who ☒ is personally known to me or who ☐ has produced a driver license as identification.

Joseph Smieriglio  
Notary Public  
State of New York  
My Commission Expires:  
My Commission Number:

JOSEPH SMERIGLIO  
Notary Public, State of New York  
No. 01SM5065503  
Qualified in Nassau County  
Commission Expires Sept. 9, 2002

Joseph Smieriglio  
(Printed, typed or stamped commissioned name of  
Notary Public)

**AUTHORIZATION TO USE THE NAME  
PANZERA PROPERTIES, LTD.**

I, the undersigned, being the sole incorporator of PANZERA PROPERTIES, INC. and being the President of the corporation of PANZERA PROPERTIES, INC., the sole General Partner of the partnership to be named "PANZERA PROPERTIES, LTD." hereby permit and authorize the partnership to use the name "PANZERA PROPERTIES, LTD. ".

Margaret M. Hare  
MARGARET M. HARE, Incorporator and  
President of PANZERA PROPERTIES, INC., the  
General Partner of PANZERA PROPERTIES,  
LTD.

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