1000001545 John E. Brenn Ausley & M 227 S. Calh Address 425-5478 Tallahassee, FL 32301 Office Use Only Phone # City/State/Zip CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): **NEW** University Club Apartments of San Marcos Ltd., 1. (Document #) (Corporation Name) 2. (Document # \*\* 1932.50 \*\*\* 1846.25 (Corporation Name) 3. (Document #) (Corporation Name) 4. (Document #) (Corporation Name) Certified Copy Pickup time Walk in Certificate of Status Will wait Photocopy Mail out **AMENDMENTS** NEW FILINGS Amendment Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other OTHER FILINGS REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership & LLLP X Name Reservation Reinstatement Trademark Other Examiner's Initials

## AUSLEY & MCMULLEN \*

ATTORNEYS AND COUNSELORS AT LAW

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November 21, 2001



Secretary of State 409 East Gaines Street Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: University Club Apartments of San Marcos Ltd.

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Certificate of Limited Partnership of University Club Apartments of San Marcos Ltd. and Affidavit of Capital Contributions for the referenced limited partnership. Also enclosed with this letter are the original and one copy of a Statement of Qualification for Florida Limited Liability Limited Partnership for this partnership.

I have provided this firm's check in the amount of \$1,932.50 to cover limited partnership filing fees (\$1,750.00), Registered Agent designation fee (\$35.00), certified copy fee for limited partnership formation documents (\$52.50), LLLP qualification filing fee (\$25.00), certified copy charge (\$52.50), and certificates of status for the limited partnership and the LLLP (\$17.50).

IF YOU WILL CONTACT ME AT 425-5478 AS SOON AS THE DOCUMENTS ARE READY, I WILL ARRANGE FOR SOMEONE TO PICK THEM UP.

If you have any questions or if any additional information is needed, please call me at 425-5478. Thank you in advance for your usual assistance in these matters.

Sincerely,

John E. Brenneis

/dmw Enclosures

CC: M. Julian Proctor (w/encs.)
RAPIDMWUCA San Marcos SOS Itr 11.21.01.doc
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## CERTIFICATE OF LIMITED PARTNERSHIP OF CUNIVERSITY CLUB APARTMENTS OF SAN MARCOS LTD. a Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) as set forth in Section 620.101 of the Florida Statutes, hereby states the following:

- 1. The name of the Limited Partnership is **University Club Apartments of San Marcos Ltd.** (the "Partnership").
- 2. The business and mailing address of the Partnership are 384 South Franklin Boulevard, Tallahassee, Florida 32301.
- 3. The name of the Registered Agent for sérvice of process on the Partnership is **Thomas C. Proctor**, **3**.  $\mathcal{A}$
- 4. The Florida street address for the Registered Agent is 384 South Franklin Boulevard, Tallahassee, Florida 3/201.

5. Junas-State/

(Registered Agent must sign/here to accept designation as Registered Agent of Service of Process)

- 6. The latest date upon which the Partnership is to be dissolved is November 21, 2051.
  - 7. The name and street address of the General Partner are:

San Marcos Management, Inc.
384 South Franklin Boulevard
Tallahassee, Florida 32301

Execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of **University Club Apartments of San Marcos Ltd.**, this 21st day of November, 2001.

SAN MARCOS MANAGEMENT, INC.,

a Florida corporation

Thomas C. Proctor, Sr.,

Its President

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR UNIVERSITY CLUB APARTMENTS OF SAN MARCOS LTD. a Florida Limited Partnership

The undersigned, being the General Partner of University Club Apartments of San Marcos Ltd., a Florida limited partnership (the "Partnership"), certifies:

- The amount of capital contributions to date of the Limited Partners is 1. \$2,530,000.
- No additional capital contributions are anticipated to be contributed by the Limited Partners to the Partnership.

FURTHER AFFIANT SAYETH NOT.

Execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the General Partner of University Club Apartments of San Marcos Ltd. this 21st day of November, 2001.

> SAN MARCOS MANAGEMENT, INC., a Florida corporation

Thomas C. Proctor, Sr.,

Its President