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THOMAS E. RAINES, P. C.

ATTORNEYS AND COUNSELORS AT LAW

www.lawyers.com/Thomasraines

www.TRainesLaw.com

Norcross Office:

SUITE 130, PEACHTREE RIDGE
3500 PARKWAY LANE
NORCROSS, GEORGIA 30092
TELEPHONE: 770-263-0093
FACSIMILE: 770-840-9725

Thomas E. Raines

TRaines166@aol.com

January 21, 2002

St. Simons Island Office:

1400 OCEAN BLVD, #205
ST. SIMONS ISLAND, GEORGIA 31522
TELEPHONE: 912-634-2198
FACSIMILE: 912-634-2198

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FL LP
3/3
W02-2590

BMH

500004794655--8
-01/24/02--01073--010
*****87.50 *****87.50

Re: Dixon Capital Holdings, LP

Dear Sir/Madam:

To effectuate the formation of Dixon Capital Holdings, LP, enclosed please find the Certificate of Limited Partnership regarding Dixon Capital Holdings, LP. I also enclose herewith the fee of \$87.50. Please note that the general partner, Dixon GP, LLC, was filed by separate cover. If there are any questions, please call me at the above number.

Thank you for your assistance in this matter.

Very truly yours,



Tara A. Skeen
Paralegal to
Thomas E. Raines

FILED
02 MAR -5 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

tas

Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 29, 2002

TARA A. SKEEN
THOMAS E. RAINES, P.C.
3500 PARKWAY LANE, SUITE 130
NORCROSS, GA 30092

SUBJECT: DIXON CAPITAL HOLDINGS, LP
Ref. Number: W02000002590

We have received your document for DIXON CAPITAL HOLDINGS, LP and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

The document must contain both the street address of the principal office and the mailing address of the entity.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

The registered agent designated must be an active Florida entity or a foreign entity authorized to transact business in Florida. Please correct the document.

The Articles of Organization submitted for DIXON GP, LLC, the Registered Agent and General Partner have been rejected for corrections.,

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) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 202A00005224

**CERTIFICATE OF LIMITED PARTNERSHIP
DIXON CAPITAL HOLDINGS, LIMITED PARTNERSHIP**

This Certificate of Limited Partnership evidences the creation of a Limited Partnership under the Revised Uniform Limited Partnership Act of the State of Florida, Chapter 620.81001-9902, Florida Statutes, pursuant to a written Agreement of all Partners executed of even date herewith (Called "Articles of Limited Partnership"). The creation of the Limited Partnership is subject only to the filing of this Certificate of Limited Partnership with the Florida Secretary of State and the acceptance thereof by the Secretary of State. This Certificate of Limited Partnership is signed by the duly designated General Partner of the Partnership.

**ARTICLE 1
NAME OF THE LIMITED PARTNERSHIP**

The name of the Limited Partnership is DIXON CAPITAL HOLDINGS, LIMITED PARTNERSHIP.

**ARTICLE 2
REGISTERED OFFICE AND AGENT**

The address of the registered office and the name and address of the registered agent for service of process is:

Agent: DIXON GP, LLC

Street: 850 Vanderbilt Beach Rd., #200
City: Naples, Florida 34108

The registered agent is a Florida limited liability company and whose business office is the same as the Partnership's registered office.

The registered agent hereby accepts the designation of Registered Agent for Service of Process:

Dixon GP, LLC

By: 

R. BRENT DIXON, Manager

**ARTICLE 3
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the entity in the United States where the records of the Partnership are to be maintained is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAR - 5 PM 3:25

FILED

Agent: DIXON GP, LLC

Street: 850 Vanderbilt Beach Rd., #253
City: Naples, Florida 34108

ARTICLE 4
NAME, ADDRESS OF THE GENERAL PARTNER

The name, the mailing address, and the street address of the business or residence of the General Partner is:

General Partner:
DIXON GP, LLC
LO2-4310

Street: 850 Vanderbilt Beach Rd., #253
City: Naples, Florida 34108

ARTICLE 5
PARTNERSHIP TERM

The latest date upon which the Partnership is to be dissolved is June 1, 2099.

ARTICLE 6
NATURE OF BUSINESS PERMITTED

The Partnership is authorized to engage in and transact any and all lawful business permitted by the laws of the State of Florida, including, but without limitation, the authority to engage generally in any and all phases of business of owning, holding, managing, controlling, acquiring, purchasing, disposing of or otherwise dealing in or with any interests or rights in any real or personal property, directly or through one or more other partnerships, or other entities or arrangements. If the Limited Partnership qualifies to transact business other than in Florida, the Limited Partnership may transact any and all lawful business permitted for a Limited Partnership by the laws of that jurisdiction.

ARTICLE 7
GENERAL PARTNER'S AUTHORITY TO EXECUTE
ANY AMENDMENT TO THIS CERTIFICATE OF LIMITED PARTNERSHIP

Each Limited Partner, or Subscriber of a Limited Partnership interest, has constituted and appointed the General Partner, with power of substitution, as his, her or its attorney-in-fact and personal representative to sign, execute, certify, acknowledge, file and record the Certificate of Limited Partnership, and to sign, execute, certify, acknowledge and record all

appropriate instruments amending the Articles and the Certificate of Limited Partnership on behalf of the Limited Partner. In particular, the General Partner as attorney-in-fact may sign, acknowledge, certify, file and record on the behalf of each Limited Partner such instruments, agreements, and documents that:

1. reflect the exercise by the General Partner of any of the powers granted to him under these Articles;
2. reflect any amendments made to these Articles;
3. reflect the admission or withdrawal of a General or Limited Partner; and
4. may otherwise be required of the Partnership or a Partner by Florida law, federal law, or the law of any other jurisdiction.

The power of attorney given by each Limited Partner is a durable power and will survive the disability or incapacity of the principal.

ARTICLE 8 LIMITATION UPON THE SALE OR OTHER TRANSFER OF A PARTNERSHIP INTEREST

The Articles of Limited Partnership prohibit a sale or other transfer of a partnership interest without the consent of at least one hundred percent (100%) in interest of the General Partners. The following disclosures are and have been made in the Articles of Limited Partnership and the individual subscription contracts of the Limited Partners.

THE UNITS OR PERCENTAGES OF OWNERSHIP OF THE DIXON CAPITAL HOLDINGS, LIMITED PARTNERSHIP HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE UNITS OR PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION (enacted by the Securities and Exchange Commission effective April 15, 1982 pertaining to certain offers and sales of Securities without registration under the Securities Act of 1933).

THE LIMITED PARTNERSHIP WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE SECURITIES AND EXCHANGE COMMISSION.

THE LIMITED PARTNERSHIP INTERESTS OF DIXON CAPITAL HOLDINGS, LIMITED PARTNERSHIP HAVE NOT AND WILL NOT BE REGISTERED OR QUALIFIED UNDER FEDERAL OR STATE SECURITIES LAWS. THE LIMITED PARTNERSHIP INTEREST OF DIXON CAPITAL HOLDINGS, LIMITED PARTNERSHIP MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS SO REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER THEREOF, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO DIXON CAPITAL HOLDINGS, LIMITED PARTNERSHIP.

ARTICLE 9
AUTHORITY TO EXECUTE AND FILE THIS CERTIFICATE

The General Partner acknowledges and states that it is authorized to execute and file this Certificate for and on behalf of DIXON CAPITAL HOLDINGS, LIMITED PARTNERSHIP.

EXECUTED IN DUPLICATE ORIGINAL this 21st day of January, 2002.

DIXON GP, LLC, General Partner

By: 

R. BRENT DIXON, Manager

STATE OF GEORGIA }
 }
COUNTY OF GWINNETT }

BEFORE ME, the undersigned authority, on this day personally appeared R. BRENT DIXON, known to me to be the person whose name is subscribed to the foregoing instrument

and has acknowledged to me that he executed the same for the purposes and considerations therein expressed and as the authorized representative of the DIXON GP, LLC

GIVEN UNDER MY HAND and seal of office, this 28th day of February, 2002.

Notary in and for Gwinnett
County, Georgia

Jana A. Sker
My Commission Expires: 3/27/04

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Dixon Capital
Holdings, Limited Partnership

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 990.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 990.00

Signed this 21st day of January 2002
FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*

Dixon GP, LLC

By:

R. Brent Dixon
General Partner
R. BRENT DIXON, Manager

General Partner

General Partner

General Partner

General Partner

General Partner