

A020000000562

FLORIDA FILING & SEARCH SERVICES, INC.
P.O. BOX 10662 TALLAHASSEE, FL 32302
PHONE: (850) 668-4318 FAX: (850) 668-3398

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 12

DATE: 04-10-02

NAME: POWELL CREEK, LTD.

TYPE OF FILING: CERTIF. OF LP.

COST: CHECK FOR \$148.75 ATTACHED

RECEIVED
02 APR 12 11:59
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* RETURN: CERT. COPY/GOOD STANDING

AL

ACCOUNT: FCA000000015

500005257345--3

-04/12/02--01052--003

****148.75 ****148.75

AUTHORIZATION: ABBIE/PAUL HODGE

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
POWELL CREEK, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of POWELL CREEK, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be POWELL CREEK, LTD. (the "Partnership").
2. The initial business and mailing address of the Partnership where records shall be kept shall be 585 North Courtenay Parkway – Suite 101, Merritt Island, Florida 32953.
3. The name and address of the initial registered agent for service of process is CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.
4. The names and initial business addresses of the General Partner are:

POWELL CREEK, LLC, a Florida limited liability company
585 North Courtenay Parkway -- Suite 101
Merritt Island, Florida 32953

CONCLAVE DEVELOPMENT I, LLC, an Ohio limited liability company
673 High Street -- Suite 204
Worthington, Ohio 43085
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2062.

This Certificate has been executed by the undersigned as of the 6th day of April, 2002.

GENERAL PARTNERS:

POWELL CREEK, LLC, a Florida limited liability company

By: Merritt Housing GP, LLC, a Florida limited liability company, sole member

By: Michael A. Harman
Michael A. Harman, member

CONCLAVE DEVELOPMENT I, LLC

By: _____
Harold C. Baker, member

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STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
02 APR 2002

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OF
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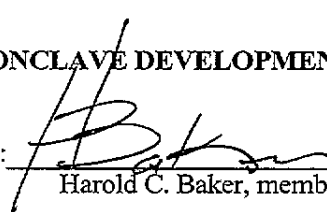
GENERAL PARTNERS:

POWELL CREEK, LLC, a Florida limited liability company

By: Merritt Housing GP, LLC, a Florida limited liability company, sole member

By: _____
Michael A. Hartman, member

CONCLAVE DEVELOPMENT I, LLC

By:  _____
Harold C. Baker, member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 12

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for POWELL CREEK, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.192, Florida Statutes.

CT CORPORATION SYSTEM

By: _____
Name: **PETER F. SOUZZI**
Title: **ASSISTANT SECRETARY**

Dated this 2nd day of April, 2002.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 12

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of POWELL CREEK, LTD., and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of POWELL CREEK, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNERS:

POWELL CREEK, LLC, a Florida limited liability company

By: Merritt Housing GP, LLC, a Florida limited liability company, sole member

By: Michael A. Hartman
Michael A. Hartman, member

CONCLAVE DEVELOPMENT I, LLC

By: _____
Harold C. Baker, member

Dated this 6th day of April, 2002.

[NOTARY ACKNOWLEDGEMENTS ON FOLLOWING PAGE]

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 APR 12

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The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

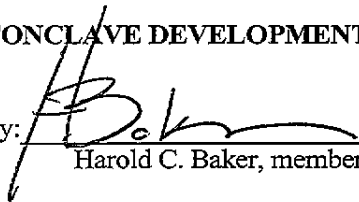
GENERAL PARTNERS:

POWELL CREEK, LLC, a Florida limited liability company

By: Merritt Housing GP, LLC, a Florida limited liability company, sole member

By: _____
Michael A. Hartman, member


CONCLAVE DEVELOPMENT I, LLC

By:  _____
Harold C. Baker, member

Dated this 26th day of April, 2002.

[NOTARY ACKNOWLEDGEMENTS ON FOLLOWING PAGE]

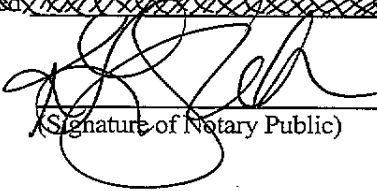
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 12

 ca. 06.02

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 6th day of April, 2002, by Michael A. Hartman, as a member of Merritt Housing GP, LLC, as the sole member of Powell Creek, LLC. He is personally known to me or has produced ~~XXXXXX~~ as identification and who did/did not take an oath.

KRISTI LYN SULLIVAN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC945480
EXPIRES 6/25/2004
BONDED THRU ASA 1-888-NOTARY1


(Signature of Notary Public)

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
02 APR 12

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of April, 2002, by Harold C. Baker, as member of Conclave Development I, LLC. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

(Signature of Notary Public)

(Typed name of Notary Public)

Notary Public, State of _____

Commission No. _____

My commission expires: _____

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this _____ day of April, 2002, by Michael A. Hartman, as a member of Merritt Housing GP, LLC, as the sole member of Powell Creek, LLC. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

(Signature of Notary Public)

(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. _____

My commission expires: _____

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
02 APR 12

STATE OF OHIO
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 10TH day of April, 2002, by Harold C. Baker, as member of Conclave Development I, LLC. He is personally known to me or has produced Ohio RAVER'S LLC #22027011 as identification and who did/did not take an oath.

Mary Jo Andre'
(Signature of Notary Public)

MARY JO ANDRE'
(Typed name of Notary Public)

Notary Public, State of Ohio

Commission No. _____

My commission expires: 1/16/07



Mary Jo Andre'
MARY JO ANDRE'
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES
JANUARY 16, 2007

AB 04.06.02