

A02000000710

G. CHARLES WOHLUST, P.L.C.

Attorney at Law
1085 West Morse Boulevard
Suite B
Winter Park, Florida 32789

G. CHARLES WOHLUST

*Florida Bar Board Certified in
Wills, Trusts & Estates*

POST OFFICE BOX 1570
WINTER PARK, FLORIDA 32790-1570
TELEPHONE: (407) 644-3206
FACSIMILE: (407) 644-5797

April 5, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Vaughan Industrial Properties, LLP

100005223801--0
-04/03/02--01084--010
***1810.00 ***1785.00

Dear Madam or Sir:

Enclosed for filing are the following with there appropriate filing fees notes:

1. Limited Partnership Agreement \$1,750.00
2. Affidavit and Certificate of Limited Partnership
3. Resident Agent Fee \$35.00
4. Statement of Qualification \$25.00

A check in the amount of \$1,810.00 is enclosed, together with a copy of the first page of the Partnership Agreement for date stamping and return in the envelope provided. If you have any questions, please call.

Very truly yours,

G. CHARLES WOHLUST

LLP O.K. per Gretchen
because they are filing
LLP simultaneously

GCW/dlm
Enclosures

cc: Terrance H. Dittmer, Esq. (w/o encs.)
Debbie Vaughan (w/o encs.)

W02-10359

02 MAY 17 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

LB
5-20-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 12, 2002

C. CHARLES WOHLUST. P.L.C.
P.O. BOX 1570
WINTER PARK, FL 32790-1570

SUBJECT: VAUGHAN INDUSTRIAL PROPERTIES, LLP
Ref. Number: W02000010359

We have received your document for VAUGHAN INDUSTRIAL PROPERTIES, LLP and your check(s) totaling \$1810.00. However, the document has not been filed and is being retained in this office for the following:

Please complete the enclosed form "Statement of Qualification for Florida Limited Liability Limited Partnership".

The limited liability limited partnership must end with LLLP.

This office does not file the partnership agreement. Please do not return the agreement with your statement of qualification.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 802A00021839

02 MAY 17 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner hereby makes, acknowledges, swears to and files this Certificate of Limited Partnership for the VAUGHAN INDUSTRIAL PROPERTIES, LLP, hereinafter referred to as the "Partnership."

1. **Name of Partnership.** The name of the Partnership is the VAUGHAN INDUSTRIAL PROPERTIES, LLP.

2. **Address.** The address of the office of the Partnership is 4460 N. Goldenrod Road, Winter Park, Florida 32792, and the name of the Agent for service of process located at that address is KATHERINE C. VAUGHAN.

3. **Character of Business.** The business and purpose of the Partnership is to acquire, own and lease partnership interests and real property and improvements and otherwise deal in and with such property or any part thereof, and to carry on such other business activities permitted by the laws of the State of Florida or any other state or jurisdiction in which it is legally entitled to operate.

4. **Mailing Address and Location of Principal Place of Business.** The principal place of business of the Partnership shall be located at 4460 N. Goldenrod Road, Winter Park, Florida 32792, or at such other place or places as the General Partner may, from time to time, determine. The mailing address is P.O. Box 4606, Winter Park, Florida 32793.

5. **Name and Address of General Partner.**

The name and business address of the General Partner is as follows:

KATHERINE C. VAUGHAN,
as Trustee of the Second Restatement of the
Katherine C. Vaughan Trust Agreement dated August 31, 2001,
4460 N. Goldenrod Road
Winter Park, Florida 32792

6. **Term.** The Partnership shall commence on the date of filing of this Certificate. The Partnership shall terminate on the 31st day of December, 2021, unless sooner terminated as provided in the Agreement of Limited Partnership.

02 MAY 17 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

7. **Contribution of Limited Partners.** The amount of cash and agreed value of property contributed by the Limited Partners, including the amount anticipated to be contributed, is Two Million Seven Hundred Thousand Ninety-Four and NO/100 Dollars (\$2,794,000.00).

8. **Additional Contributions.** The Limited Partners shall have no responsibility or liability for additional contributions to the capital of the Partnership.

9. **Return of Contributions.** The contribution of each Partner is to be returned upon termination of the Partnership.

10. **Division of Profits.** Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Partnership Agreement.

11. **Assignee of Limited Partner.** No Limited Partner shall have a right to substitute an assignee as a contributor in his place except with the prior written consent of the General Partner and as provided in the Partnership Agreement.

12. **Additional Limited Partners.** No additional Limited Partners may be admitted, except with the consent of the General Partner and in accordance with the Partnership Agreement.

13. **Continuation of Business of Partnership.** In the event of death, incompetency, bankruptcy, or retirement of the General Partner, the Limited Partners shall have the right to continue the Partnership by admitting a new General Partner to the Partnership as provided in the Partnership Agreement.

14. **Return of Contribution Other than Cash.** No Limited Partner shall have the right to demand and receive property other than cash in return for his contribution, but in the sole discretion of the General Partner there may be distributions in kind.

IN WITNESS WHEREOF, the General Partner has hereunto set her hand and seal of the

19th day of November, 2001.

02 MAY 16 7 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Signed in the presence of:

Terrance H. Dittmer
TERRANCE H. DITTMER

G. Charles Wohlust
G. CHARLES WOHLUST
STATE OF FLORIDA
COUNTY OF ORANGE

Katherine C. Vaughan
KATHERINE C. VAUGHAN,
as Trustee of the Second Restatement of the
Katherine C. Vaughan Trust Agreement dated
August 31, 2001, General Partner

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared KATHERINE C. VAUGHAN, to me personally known.

WITNESS my hand and official seal in the County and State aforesaid this 19th day of November, 2001.

G. Charles Wohlust
NOTARY PUBLIC



G. Charles Wohlust
MY COMMISSION # CC863667 EXPIRES
September 19, 2003
BONDED THRU TROY FAIN INSURANCE CO.

02 MAY 17 AM 9:02
CLERK OF COURT
ORANGE COUNTY, FLORIDA

APPROVED
AND
FILED

ACCEPTANCE OF RESIDENT AGENT

I CERTIFY that I am a permanent resident of Orange County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Resident Agent.

Signed on November 19, 2001.

Katherine C. Vaughan
KATHERINE C. VAUGHAN,
Resident Agent