

A03000001548

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

03 OCT 28 PM 4:31

STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FI 32308

City/St/Zip

850-222-2785

Phone #

FILED
OCT 28 PM 14:31
TALLAHASSEE, FL 32308

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- METROWEST BOULEVARD LIMITED PARTNERSHIP
- 2-
- 3-
- 4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
METROWEST BOULEVARD LIMITED PARTNERSHIP**

03 OCT 28 PM 4:31
FILED
TALLAHASSEE, FLORIDA

Pursuant to Chapter 620, *Florida Statutes* (the "Act"), the undersigned, being the sole General Partner of METROWEST BOULEVARD LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), does execute this Certificate and does hereby affirm, under penalty of perjury, that the facts stated in this Certificate are true and correct:

**ARTICLE I
NAME**

The name of the Partnership is METROWEST BOULEVARD LIMITED PARTNERSHIP.

**ARTICLE II
OFFICE AND AGENT FOR SERVICE OF PROCESS**

The name and address of the agent for service of process for the Partnership is

Douglas A. Hoeksema
400 Park Avenue South, Suite 220
Winter Park, FL 32789

The Partnership may change its registered agent or the address of the office for service of process, by filing with the Department of State of the State of Florida an amendment complying with the Act.

**ARTICLE III
NAMES AND ADDRESSES OF GENERAL PARTNERS**

The names and addresses of the General Partner is as follows:

Douglas MetroWest Limited Partnership
400 Park Avenue South, Suite 220
Winter Park, FL 32789

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**ARTICLE IV
MAILING ADDRESS**

The mailing address for the Partnership shall be 400 Park Avenue South, Suite 220, Winter Park, Florida 32789.

**ARTICLE V
TERM**

This Partnership shall commence on the date upon which this Certificate of Limited Partnership is duly filed with the Office of the Secretary of State of the State of Florida and shall continue in accordance with the terms provided in the Limited Partnership Agreement.

**ARTICLE VI
PURPOSE, POWERS AND DUTIES**

The nature of the business and the purpose of the Partnership are to engage solely in the following activities:

(a) Own, hold, maintain, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with that certain real property, together with all improvements located thereon, known as the Douglas Grand Apartments located in the City of Orlando, Orange County, Florida (the "Property").

(b) Secure financing for the Partnership pursuant to the terms of that certain construction loan in the original principal amount of up to \$35,000,000.00 (the "Construction Loan") from SouthTrust Bank, an Alabama state banking corporation ("SouthTrust"), and to grant a mortgage, lien or liens on the Property to secure the Construction Loan (the "Mortgage"); and to secure additional financing for the Partnership pursuant to the terms of that certain mezzanine loan in the original principal amount of up to \$4,500,000.00 (the "Mezzanine Loan") from SouthTrust.

(c) Refinance the Property in connection with a permitted repayment of the Construction Loan and/or the Mezzanine Loan.

(d) Transact any and all lawful business for which a Partnership may be organized under the Act that is incident, necessary and appropriate to accomplish the foregoing.

**ARTICLE VII
PROHIBITED ACTIVITIES**

For so long as any portion of the Construction Loan or the Mezzanine Loan remains unpaid, the Partnership will not materially amend this Certificate of Limited Partnership without first obtaining the approval of SouthTrust.

**ARTICLE VIII
INDEMNIFICATION**

Any indemnification of the Partners by the Partnership will be fully subordinated to any obligations respecting the Property (including, without limitation, the Construction Loan and the Mezzanine Loan) and such indemnification will not constitute a claim against the Partnership in the event that cash flow is insufficient to pay such obligations.

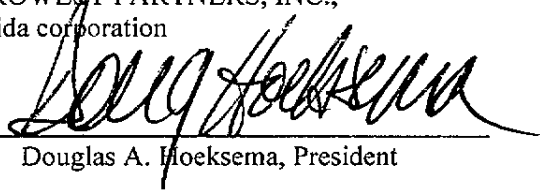
**ARTICLE IX
MISCELLANEOUS**

The provisions of this Certificate of Limited Partnership will supersede any conflicting provision of the Limited Partnership Agreement.

Dated this 24 day of October, 2003.

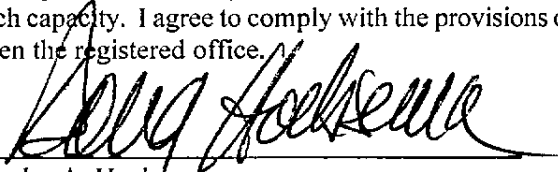
DOUGLAS METROWEST LIMITED PARTNERSHIP
a Florida limited partnership, as the General Partner

By: METROWEST PARTNERS, INC.,
a Florida corporation

By: 
Douglas A. Hoeksema, President

**ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT**

Having been named as the registered agent for METROWEST BOULEVARD LIMITED PARTNERSHIP for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

A handwritten signature in black ink, appearing to read "Doug Hoeksema", written over a horizontal line.

Douglas A. Hoeksema

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
METROWEST BOULEVARD LIMITED PARTNERSHIP**

The undersigned, the sole General Partner of METROWEST BOULEVARD LIMITED PARTNERSHIP, a Florida limited partnership, certify as follows:

1. The amount of capital contributions to date of the limited partners is \$10.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 4,000,000.00.

Dated this 24 day of October, 2003.

Under the 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.

DOUGLAS METROWEST LIMITED PARTNERSHIP
a Florida limited partnership
as sole General Partner

By: METROWEST PARTNERS, INC.,
a Florida corporation

By: 
Douglas A. Hoeksema, President