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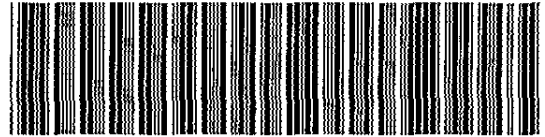
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ACCOUNT NO. : 072100000032

REFERENCE : 368400 150991A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 19, 2003

ORDER TIME : 11:54 AM

ORDER NO. : 368400-005

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq  
Gould Cooksey Fennell O'Neill  
Marine Carter & Hafner, P.a.  
979 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: THE PLAYFORD FAMILY LIMITED  
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

**THE PLAYFORD FAMILY LIMITED PARTNERSHIP  
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner hereby executes and acknowledges this Certificate of Limited Partnership for the purpose of forming a limited partnership under Chapter 620, Florida Statutes, entitled, "Florida Revised Uniform Limited Partnership Act (1986)".

**ARTICLE I**

**Name**

This Limited Partnership shall be known as:

THE PLAYFORD FAMILY LIMITED PARTNERSHIP

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and mailing address shall be:

5200 St. Andrews Island Drive  
Vero Beach, FL 32967

**ARTICLE III**

**Purpose**

The purpose of the Limited Partnership is to manage and invest real estate, stocks, bonds, securities and any other property (the "Property") and to invest and reinvest the assets of the Partnership, and otherwise to manage and hold the Property and to generally engage in any and all business activities that the General Partner may, from time to time, deem to be in the best interests of the Partnership. To this end, the Partnership shall have the power to purchase or otherwise acquire, develop, own, hold, improve, manage, mortgage, lease, exchange and sell or otherwise dispose of and deal with the Property, or any part thereof; to incur indebtedness, whether secured or unsecured, for any of such purposes; and to do any and all other acts or things that may be necessary, incidental or convenient to carry on the business of the Partnership, as the General Partner may determine from time to time.

**ARTICLE IV**

**General Partner**

The name and address of the General Partner of this Limited Partnership shall be:

Playford Management, L.L.C.  
5200 St. Andrews Island Drive  
Vero Beach, FL 32967

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**ARTICLE V**  
**Terms and Dissolution**

This Limited Partnership shall commence on the date of filing and acceptance of this Certificate of Limited Partnership and shall continue in existence until December 31, 2050, if not sooner terminated pursuant to the Limited Partnership Agreement.

**ARTICLE VI**  
**Contributions**

The anticipated initial contributions of the Limited Partners consist of the amount of cash and the agreed value of other property as described on the Affidavit of Contributions attached hereto.

**ARTICLE VII**  
**Registered Agent**

The name and address of the Registered Agent of this Limited Partnership shall be:

Todd W. Fennell  
979 Beachland Boulevard  
Vero Beach, FL 32963

PLAYFORD MANAGEMENT, L.L.C.

Date: Dec. 11, 2003

By: \_\_\_\_\_

Gilbert E. Playford, Manager

"General Partner"

**THE PLAYFORD FAMILY LIMITED PARTNERSHIP**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **TODD W. FENNELL**, having been named as Registered Agent to accept service of process for the above-named Limited Partnership at the registered office designated in the Certificate of Limited Partnership, hereby agrees and consents to act in that capacity.

**DATED** this 16<sup>th</sup> day of December, 2003.

  
\_\_\_\_\_  
TODD W. FENNELL, Registered Agent

**THE PLAYFORD FAMILY LIMITED PARTNERSHIP**  
**AFFIDAVIT OF CONTRIBUTIONS**

The undersigned General Partner hereby declares the following to be the true and correct statements of the actual and anticipated capital contributions by the Limited Partner of THE PLAYFORD FAMILY LIMITED PARTNERSHIP to the best of its knowledge:

Actual and Anticipated Contributions:      \$1.9 million

Executed this 16<sup>th</sup> day of December, 2003.

PLAYFORD MANAGEMENT, L.L.C.

By: G.E. Playford  
GILBERT E. PLAYFORD, Manager  
"General Partner"

April S. Chavella  
James K. Kage  
Witnesses as to General Partner

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared GILBERT E. PLAYFORD well known to me to be the Manager of PLAYFORD MANAGEMENT, L.L.C., a Florida limited liability company, that he acknowledged executing same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said company.

WITNESS my hand and official seal in the county and state last aforesaid, this 16<sup>th</sup> day of December, 2003.

Gina M. Cappello  
Notary Public, State of Florida.  
My commission expires:



Gina M. Cappello  
MY COMMISSION # DD210179 EXPIRES  
June 21, 2007  
BONDED THROUGH TROY FAIR INSURANCE, INC.