

A03000000051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

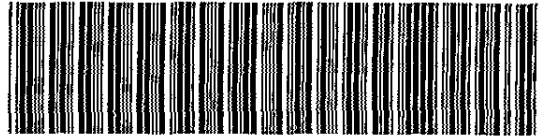
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400025932974

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN -5 AM 9:10

FILED

01/05/04--01055--014 **1785.00

A03-51

[Handwritten signature]

Michael Tillman, P.A.

5346 S.W. 91ST TERRACE, GAINESVILLE, FL 32608-7124

TEL: 352-335-9015

FAX: 352-376-0026

E-MAIL: TILLMAN@POST.HARVARD.EDU

Estate and Charitable Tax Planning

MICHAEL TILLMAN, J.D.*

OF COUNSEL:

THOMAS R. ROGERS, J.D., C.P.A.*

BYRON E. WOODMAN, JR., J.D., LL.M.†

* LIC. IN FL † LIC. IN MA

January 2, 2004

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

RE: STROPHIC LIMITED PARTNERSHIP

Please file the enclosed, pursuant to the provisions of the Florida Limited Partnership Act, to register the STROPHIC LIMITED PARTNERSHIP be as required by State law.

Enclosed are:

1. Certificate of Limited Partnership, in duplicate
2. Affidavit of Capital Contribution
3. A Check for \$1,785.00 made out to the Department of State in payment of the filing fee is enclosed, which includes \$1,750.00 for filing fee and \$35.00 for designation of registered agent.

Thank you for your assistance. Please return the duplicate Certificate to us at the above address indicating your receipt of the filing. Please contact me with any questions.

Sincerely,



Vonya Lance

Enc. as stated

04 JAN -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
STROPHIC LIMITED PARTNERSHIP
A Florida Limited Partnership

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed on December 15, 2003 at Gainesville, Florida by the following, herein called "General Partner":

TUFFY N. HABIB FILHO, Trustee, or his successors in trust, under the HABIB MANAGEMENT TRUST dated December 15, 2003.

and by the following, hereinafter referred to as the initial "Limited Partners":

TUFFY N. HABIB FILHO, Trustee of the TUFFY N. HABIB FILHO LIVING TRUST dated December 15, 2003, and any amendments thereto.

SABRINA HELAL HABIB

LEANDRO HELAL HABIB

ANA PAULA HELAL HABIB

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Limited Partnership Act.

1. Name. The name of this Limited Partnership is the STROPHIC LIMITED PARTNERSHIP.

04 JAN -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2. Business. The Limited Partnership may hold, manage, develop, exchange, or lease real estate, buy and sell both real and personal property including options, rights, intangibles and undivided interests in property, hold other investment assets. There is no geographical or jurisdictional restriction upon the location of an investment property or activity. The Limited Partnership may lease property which it owns or needs and may sublease property which it acquires under another lease. It may borrow and lend money, with or without interest or collateral. Furthermore, the Limited Partnership may engage in or conduct any lawful business or investment activities.

3. Principal Place of Business, Records Location and Registered Office. The location of the principal place of business and records location of the Limited Partnership, and its business mailing address is 620 N.W. 16th Avenue Gainesville, FL 32602. The location of the registered office of the Limited Partnership is: 8515 S.W. 23rd Place, Gainesville, FL 32607.

4. Appointment and Consent to Serve as Registered Agent. The registered agent for service for this Limited Partnership is TUFFY N. HABIB FILHO, whose Florida street address is: 8515 S.W. 23rd Place Gainesville, FL 32607.

TUFFY N. HABIB FILHO accepts the appointment as agent of the STROPHIC LIMITED PARTNERSHIP upon whom process, notices, and demands may be served, whose principal place of business and records are located at the address stated above. TUFFY N. HABIB FILHO understands that as agent it will be his responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of his resignation or of any changes in the Registered Office Address.


TUFFY N. HABIB FILHO

5. The Partners. The General Partner of this Limited Partnership is:

TUFFY N. HABIB FILHO, Trustee, or his successors in trust, under the HABIB MANAGEMENT TRUST dated December 15, 2003

Residence and Mailing Address:

8515 S.W. 23rd Place
Gainesville, Florida 32607

The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement. The initial limited partners are:

TUFFY N. HABIB FILHO, Trustee of the TUFFY N. HABIB FILHO LIVING TRUST dated December 15, 2003, and any amendments thereto.

Residence and Mailing Address:

8515 S.W. 23rd Place
Gainesville, Florida 32607

SABRINA HELAL HABIB

Residence and Mailing Address:

6032 NW 31st Terrace
Gainesville, Florida 32653

LEANDRO HELAL HABIB

Residence and Mailing Address:

2816 Silver Avenue South East, Apt. "B"
Albuquerque, New Mexico 87106

ANA PAULA HELAL HABIB

Residence and Mailing Address:

623 North West 11th Avenue

FILED
04 JAN -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gainesville, FL 32601

6. Term. The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of the State of Florida and shall end on December 15, 2038, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by agreement of the partners.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Limited Partnership. No Limited Partner shall have the right to dissolve or terminate the Limited Partnership except upon the affirmative vote of one hundred percent (100%) in interest of all Partners.

9. Profits. All annual net profits of the Limited Partnership may be distributed annually and shall be divided among the Partners in the same proportions as the Partners then constituted partnership interest, unless retained for the Partnership investment and business activities.

10. Assignments. A Limited Partner is prohibited from selling, assigning, transferring, encumbering, or otherwise disposing of any interest in this Limited Partnership, its property, or its assets, without the written consent of all of the Partners, both General and Limited, and only after such Limited Partner gives to the Limited Partnership and other Partners an opportunity to purchase such interest, as explained in detail in the Limited Partnership Agreement. The assignee, purchaser, or transferee of the whole or any portion of a Limited Partner's interest in the Limited Partnership shall not become a substituted

limited partner unless all General and Limited Partners (except the assignor, seller, or transferor) consent thereto. The assignor, seller, or transferor of a Limited Partnership interest shall not have the right to make his or her assignee, purchaser, or transferee a substituted Limited Partner. Furthermore, such assignee, purchaser, or transferee shall not become a substituted Limited Partner unless and until all provisions of the Partnership Agreement are complied with and expressly agreed to.

11. Additional Limited Partners. The General Partners may admit additional limited partners with the consent of all the Partners.

12. Priority Among Limited Partners. No one Limited Partner has priority over another as to the contributions or compensation by way of income.

13. Continuance of Business. Upon the death, retirement, insanity, or legal incapacity of the last surviving or serving General Partner, the Limited Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired or becomes incompetent to adequately manage his or her affairs as determined by written affidavits signed and acknowledged by two licensed physicians, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Limited Partnership by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contributions.

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The Partners in the Limited Partnership have initially contributed their interest in the property as set forth in Schedule "A" or "B" of the Partnership Agreement.

GENERAL PARTNER:

TUFFY N. HABIB FILHO, Trustee, or his successors in trust, under the HABIB MANAGEMENT TRUST dated December 15, 2003


TUFFY N. HABIB FILHO, Trustee

STATE OF FLORIDA

)

)

ss.

COUNTY OF ALACHUA

)

The foregoing Certificate of Limited Partnership was acknowledged before me on December 15, 2003, by TUFFY N. HABIB FILHO, Trustee, or his successors in trust, under the HABIB MANAGEMENT TRUST dated December 15, 2003, who personally appeared before me and who is personally known to me.


Notary Public



Michael Tillman
MY COMMISSION # DD105610 EXPIRES
May 11, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

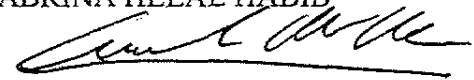
Notary Stamp

LIMITED PARTNERS:

The Tuffy N. Habib Living Trust, Dated December 15, 2003


TUFFY N. HABIB FILHO, Trustee


SABRINA HELAL HABIB


LEANDRO HELAL HABIB


ANA PAULA HELAL HABIB

FILED
04 JAN -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ALACHUA

)
) ss.
)

The foregoing Certificate of Limited Partnership was acknowledged before me on December 15, 2003, by TUFFY N. HABIB FILHO, Trustee of the TUFFY N. HABIB FILHO LIVING TRUST dated December 15, 2003, and any amendments thereto, who personally appeared before me and who is personally known to me.


Notary Public



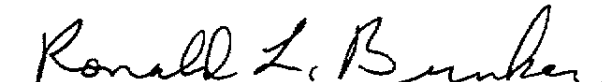
Michael Tillman
MY COMMISSION # DD105610 EXPIRES
May 11, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Stamp

STATE OF FLORIDA
COUNTY OF ALACHUA

)
) ss.
)

The foregoing Certificate of Limited Partnership was acknowledged before me on DECEMBER 16, 2003 by SABRINA HELAL HABIB, who personally appeared before me and who is personally known to me.


Notary Public



Ronald L. Bunker
MY COMMISSION # DD048770 EXPIRES
August 12, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Stamp

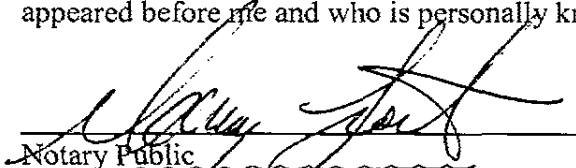
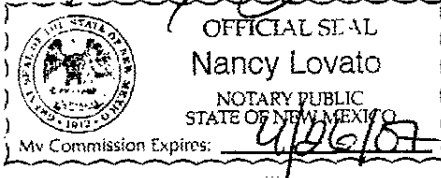
04 JAN -5 AM 9:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF New Mexico

COUNTY OF Bernalillo

)
) ss.
)

The foregoing Certificate of Limited Partnership was acknowledged before me on December 20, 2003 by LEANDRO HELAL HABIB, who personally appeared before me and who is personally known to me.


Notary Public

OFFICIAL SEAL
Nancy Lovato
NOTARY PUBLIC
STATE OF NEW MEXICO
My Commission Expires: 4/16/07

Notary Stamp


FILED
04 JAN -5 PM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ALACHUA

)
) ss.
)

The foregoing Certificate of Limited Partnership was acknowledged before me on DECEMBER 18, 2003 by ANA PAULA HABIB, who personally appeared before me and who is personally known to me.


Notary Public



Ronald L. Bunker
MY COMMISSION # DD048770 EXPIRES
August 12, 2005
C. L. L. ED THRU TROY FAIN INSURANCE, INC.

Notary Stamp

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally APPEARED TUFFY N. HABIB FILHO, Trustee, under the HABIB MANAGEMENT TRUST MANAGEMENT TRUST dated December 15, 2003, being the sole General Partner of STROPHIC LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the Limited Partners is, in the aggregate, \$480,000.00.
2. At this time, it is not anticipated that additional capital contributions will be made by the Limited Partners.

Under penalties of perjury, I declare that I have read the foregoing, and the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

TUFFY N. HABIB FILHO, Trustee, or his successors in trust, under the HABIB MANAGEMENT TRUST MANAGEMENT TRUST dated December 15, 2003.


TUFFY N. HABIB FILHO, Trustee

FILED
04 JAN -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF ALACHUA

)
) ss.
)

The foregoing Affidavit of Capital Contribution was acknowledged before me on December 15, 2003 by TUFFY N. HABIB FILHO, Trustee, who personally appeared before me and who is personally known to me.

Witness my hand and official seal.



Notary Public



Michael Tillman
MY COMMISSION # DD105410 EXPIRES
May 11, 2006
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Stamp

F:\Word\hABIB\LP\Form 702 Affidavit of Capital Contributions.doc

04 JAN -5 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED