

AO5000001862

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

(Document Number)

09/28/05--01034--018 \*1810.00

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

J. BRYAN OCT 4 2005

FILED  
2005 SEP 28 PM 2:33  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



ESTABLISHED 1924  
**FARR LAW FIRM**  
FARR, FARR, EMERICH, HACKETT & CARR, P.A.

PERSONAL INJURY  
WRONGFUL DEATH  
CIVIL LITIGATION  
ESTATE PLANNING  
REAL ESTATE  
TITLE INSURANCE  
MARITAL & FAMILY  
ENVIRONMENTAL  
LAND USE  
BUSINESS  
TAXATION  
ELDER LAW  
ASSET PROTECTION

EARL D. FARR, 1900 – 1988

EARL DRAYTON FARR, JR.  
Of Counsel

GUY S. EMERICH  
FL Bar Board Certified  
Wills, Trusts & Estates Lawyer

JACK O. HACKETT II  
FL Bar Board Certified  
Real Estate Lawyer

MICHAEL P. HAYMANS  
CHARLES T. BOYLE  
FL Bar Board Certified  
Marital & Family Lawyer

DAROL H.M. CARR  
CONNIE M. SCHIDER  
FL Bar Board Certified  
Marital & Family Lawyer  
Certified Family Law Mediator

MARK A. DRAPER  
DAVID A. HOLMES  
Certified Circuit Court Mediator

GARY A. KAHLE  
FL Bar Board Certified  
Real Estate Lawyer

JENNIFER R. HOWELL

ROGER H. MILLER III

DOROTHY L. KORSZEN

JILL C. MCCRORY

TINA M. MAYS

WILL W. SUNTER

September 6, 2005

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: CHARLOU PARTNERS, LLLP

Dear Sir/Madam:

Please find enclosed for filing the following documents relative to CHARLOU PARTNERS, LLLP:

1. Certificate of Limited Partnership;
2. Affidavit of Capital Contributions;
3. Statement of Qualification for Florida Limited Liability Limited Partnership.

A check in the amount of \$1,810.00 is enclosed for the filing fee, registered agent designation and Statement of Qualification (LLLP).

Thank you for your assistance.

Very truly yours,

DAVID A. HOLMES  
For the Firm

DAH/dfd

Enclosures  
009106.0002(38)

FILED  
2005 SEP 28 PM 2:33  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**CHARLOU PARTNERS, LLLP**

On this 26 day of August, 2005, the undersigned, being authorized to form a limited liability limited partnership (the "Partnership") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, as amended (the "Act"), hereby certify as follows:

1. **Name.** The name of the Partnership is CHARLOU PARTNERS, LLLP.
2. **Registered Agent and Registered Office.** The name and address of the Partnership's registered agent and registered office address is required to be maintained by FLA. STAT. § 620.105 is DAVID A. HOLMES, 99 Nesbit Street, Punta Gorda, Florida 33950.
3. **Business Address.** The business and mailing address of the Partnership is 713 E. MARION AVENUE, PUNTA GORDA, FL 33950.
4. **General Partner.** The names and addresses of the General Partners of the Partnership are:

LOUIS D. ROSENFIELD  
CHARLENE GRIMM ROSENFIELD  
713 E. Marion Avenue  
Punta Gorda, FL 33950

5. **Period of Existence.** The period of existence of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State--Corporations Division and shall continue until dissolution January 1, 2104.

6. **Limited Partnership Agreement.** Any limited partnership agreement of the Partnership (the "Limited Partnership Agreement") must be in writing.

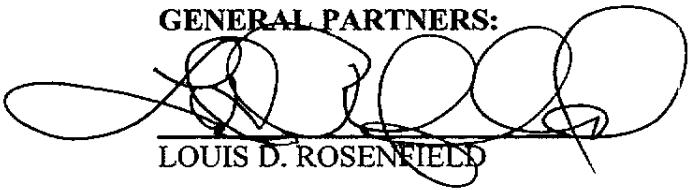
7. **Management.** The Partnership shall be managed by its General Partners in accordance with the procedures prescribed in the Limited Partnership Agreement; provided, however, that without prior written consent or authorization by the majority in interest of the Limited Partners of the Partnership, no General Partner shall be authorized to take any action set forth below:

- a. commit act in contravention or violation of this certificate of limited partnership or the limited partnership agreement;
- b. commit any act which would make it impossible to carry on the ordinary business of the partnership;
- c. confess a judgment against the partnership other than in connection with third party loans to the partnership;

2005 SEP 28 PM 2:33  
FILED  
FLORIDA CORPORATION  
DIVISION  
TALLAHASSEE, FLORIDA

- d. possess any partnership property, or assign the rights of the partners in the specific partnership property, for other than a partnership purpose;
- e. assign the partnership property or assets in trust for creditors or on the basis of an assignee's promise or undertaking to pay the debts or obligations of the partnership;
- f. commingle partnership funds with the funds of others, or
- g. admit a person or entity as a general partner of the partnership except as provided in the limited partnership agreement;

**GENERAL PARTNERS:**



LOUIS D. ROSENFIELD



CHARLENE GRIMM ROSENFIELD

**ACCEPTANCE**

*Having been named as registered agent and to accept service of process for the above stated limited liability partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



DAVID A. HOLMES  
Registered Agent

2005 SEP 28 PM 2:33  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

For

### CHARLOU PARTNERS, LLLP

The undersigned, being the general partners of CHARLOU PARTNERS, LLLP, a Florida limited liability limited partnership (the "Partnership") certifies as follows:

1. The total amount of the capital contributions of the limited partners of the Partnership to date is \$0.00.
2. The total amount contributed and anticipated to be contributed by the limited partners of the Partnership at this time is \$2,000,000.00.

FURTHER AFFIANT SAYETH NOT.

Subject to penalties of perjury, the general partner of the Partnership declares that it has read the foregoing and knows the contents thereof and that the facts stated therein are true and correct.

Signed this 26 day of August, 2005.

GENERAL PARTNERS:

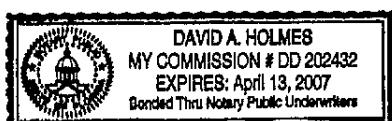
LOUIS D. ROSENFIELD

CHARLENE GRIMM ROSENFIELD

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO AND SUBSCRIBED to before me this 26 day of August, 2005 by LOUIS D. ROSENFIELD and CHARLENE GRIMM ROSENFIELD, who (  ) are personally known to me or (  ) have produced \_\_\_\_\_ as identification.

(SEAL)



NOTARY PUBLIC - STATE OF FLORIDA  
Printed Name of Notary: \_\_\_\_\_

My Commission expires: \_\_\_\_\_

Div. of Corporations  
TALLAHASSEE, FLORIDA

2005 SEP 28 PM 2:33

FILED