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EXAMINER

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December 11, 2008

VIA FEDERAL EXPRESS

Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re MILTON INVESTMENTS FLORIDA, L.P.,
a Florida limited partnership**

Dear Sir/Madam:

Please find enclosed the following documents for filing in your office:

1. Original and one copy of LP Transmittal Letter
2. Original and one copy of the Certificate of Limited Partnership, which includes designation of registered agent; and
3. A check in the amount of \$1,152.50 for the required filing fees for the Certificate of Limited Partnership and for one certified copy of the Certificate.

Upon filing, please return the certified Certificate to us in the enclosed Federal Express envelope. Thank you very much for your assistance in this matter. Should you have any questions or concerns regarding the enclosed, please call at your earliest convenience.

Sincerely,
PAGE, SCRANTOM, SPROUSE,
TUCKER & FORD, P.C.

By


Cecil M. Cheves

ARP/lw
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Milton Investments Florida, L.P.

(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Limited Partnership and fees are submitted for filing.

Please return all correspondence concerning this matter to:

Cecil M. Cheves

(Contact Person)

Page, Scrantom, Sprouse, Tucker & Ford, P.C.

(Firm/Company)

1111 Bay Avenue, 3rd Floor

(Address)

Columbus, Georgia 31901

(City, State and Zip Code)

For further information concerning this matter, please call:

Cecil Cheves

(Name of Contact Person)

at (706) 243-4079

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee) ☐ \$1,008.75 Filing Fees and Certificate of Status ☒ \$1,052.50 Filing Fees and Certified Copy ☐ \$1,061.25 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MILTON INVESTMENTS FLORIDA, L.P.

CERTIFICATE OF LIMITED PARTNERSHIP

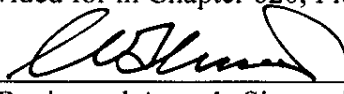
The undersigned, being the sole General Partner of MILTON INVESTMENTS FLORIDA, L.P., a Florida limited partnership (the "Partnership"), hereby makes, acknowledges, and files this Certificate of Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 2005 (Fla. Stat. § 620.1101 *et. seq.*), effective when this Certificate is filed by the Florida Department of State.

1. Name of Partnership. The name of the Partnership is MILTON INVESTMENTS FLORIDA, L.P.

2. Organized pursuant to Florida law. The Partnership is organized pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Fla. Stat. § 620.1101 *et. seq.*

3. Address of Designated Office and Name and Address of the Initial Agent for Service of Process. The street and mailing address of the initial designated office of the Partnership is 8152 Residence Court, Amelia Island, Florida 32034. The name and street address of the initial registered agent for service of process required to be maintained by Fla. Stat. § 620.1114 are William L. Amos, Jr., 8152 Residence Court, Amelia Island, Florida 32034.

4. Written Acceptance of Initial Registered Agent. Having been named as registered agent, I, William L. Amos, Jr., 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position as registered agent as provided for in Chapter 620, Florida Statutes.



Registered Agent's Signature

5. Date of Dissolution of Limited Partnership. The Partnership shall continue have perpetual duration.

6. Name and Business Address of General Partner. The name and business address of the General Partner is:

W & O Investments Florida, LLC
8152 Residence Court
Amelia Island, Florida 32034

W08-113928

7. Authority of General Partner. The General Partner, acting alone and without the consent of any Limited Partner, shall have the power and authority to take such action from time to time as it may deem to be necessary, appropriate, or convenient in connection with the management and conduct of the business and affairs of the Partnership, including, without limitation, the following powers:

(a) to purchase or acquire any real or personal property for or on behalf of the Partnership, or to contract to purchase or acquire or enter into an option to purchase or acquire any such real or personal property, and to sell, exchange, lease, or convey title to any of the real or personal property of the Partnership, or to contract to seller lease or grant an option for the sale or lease of all or any portion of the real or personal property of the Partnership, or any interest therein;

(b) to execute, acknowledge and deliver any document or instrument, including a promissory note, mortgage or deed of trust, as may be necessary or desirable in conjunction with any of such transactions;

(c) to borrow money and as security therefore to pledge all or any part of the Partnership's assets;

(d) to obtain replacements of any such indebtedness, and to prepay, in whole or in part, refinance, recast, increase, modify, consolidate, or extend any indebtedness affecting all or any of the assets of the Partnership;

(e) to do all of the foregoing at such prices or amounts, for cash, securities, or other property, and upon such terms as the General Partner deems proper;

(f) to employ from time to time persons, firms, or corporations for the purpose of operating, managing, selling or otherwise dealing in or with the business and property of the Partnership, on such terms and for such compensation as the General Partner shall determine;

(g) to execute any guaranty or accommodation endorsement reasonably incident to the conduct of the business of the Partnership; and

(h) to execute, acknowledge, and deliver any and all instruments, documents or agreements, including powers of attorney, to effectuate the foregoing.

By way of extension of the foregoing and not in limitation thereof, the General Partner shall possess all the powers and rights of a Partner in a Partnership without Limited Partners under the partnership law of the State of Florida.

In witness whereof, the General Partner of the Partnership has signed this Certificate this 3rd day of December, 2008.

W & O INVESTMENTS FLORIDA, LLC,
a Florida limited liability company

By: Betty A. Cheves
Betty A. Cheves, Manager

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TALLAHASSEE, FLORIDA