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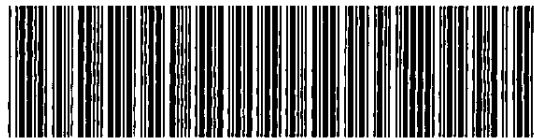
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T. HAMPTON
JUL - 7 2009
EXAMINER

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Brian V. Bergman
Melissa R. Smith

July 1, 2009

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: H. & P. Family Limited Partnership
Our File No. 3731-11

Dear Sir/Madam:

On behalf of the above-referenced limited partnership, I enclose herewith an original of the fully executed and notarized Certificate of Limited Partnership, together with our firm check in the amount of \$1,052.50.

Please cause the original copy of the Certificate of Limited Partnership to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$1,000.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$1,052.50

Thank you for your attention to this matter.

Sincerely,



Charles S. Sacher

CSS:num

Enclosures

cc: Ms. Martha Ann Rogers Haas
Ms. Pamela F. Poulos

CERTIFICATE OF LIMITED PARTNERSHIP
OF
H. & P. FAMILY LIMITED PARTNERSHIP

H. & P. Family GP, LLC, the General Partner of H. & P. Family Limited Partnership together with Martha Rogers Haas and Pamela F. Poulos, the original Limited Partners, having formed a Limited Partnership, pursuant to Chapter 620, Florida Statutes, do hereby certify and state as follows:

ARTICLE I

NAME

The name of the Limited Partnership shall be:

H. & P. FAMILY LIMITED PARTNERSHIP

ARTICLE II

CHARACTER OF BUSINESS

The nature and character of the business to be carried on by the Limited Partnership is:

A. To hold and manage for investment purposes real estate, stocks, bonds, securities, or any other property (any and all of such property as may from time to time be used by the Limited Partnership being hereinafter referred to as the "Property"). It is intended that the consolidation of investments through the Limited Partnership will provide centralized and cost effective management; and

B. To engage in any legal activities that the General Partners may from time to time deem to be in the best interest of the Limited Partnership; and

C. To ensure management continuity for the property, to provide management experience, participation, and succession of management to family members, and to

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share investment capital with family members by providing the means for them to acquire an interest in the Limited Partnership.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the Limited Partnership shall be 5000 S. W. 83 Street, Miami, Florida 33143 and the Limited Partnership may establish such other offices within the State of Florida or elsewhere as the General Partner shall select and designate. The Limited Partnership shall maintain its books and records at 5000 S.W. 83 Street, Miami, Florida 33143.

ARTICLE IV

REGISTERED AGENT

That, THE H. & P. FAMILY LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE V

NAME AND BUSINESS ADDRESS OF EACH PARTNER

The name and place of business of each General and Limited Partner is as follows:

GENERAL PARTNER

<u>Name</u>	<u>Place of Business</u>
H. & P. FAMILY GP, LLC	5000 S.W. 83 Street Miami, FL 33143

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LIMITED PARTNERS

<u>Name</u>	<u>Place of Business</u>
MARTHA ROGERS HAAS	5000 S.W. 83 Street Miami, FL 33143
PAMELA F. POULOS	1444 Mendavia Avenue Coral Gables, FL 33134

ARTICLE VI

TERM

The Limited Partnership shall continue in existence until June 30, 2034 and shall be continued in five (5) year increments thereafter, until dissolution or termination by action of the General Partner as provided in the Limited Partnership Agreement, or by operation of law.

ARTICLE VI

ADDITIONAL CONTRIBUTIONS

No Limited Partner has agreed to make any further capital contributions and upon payment of the full amount of the contribution prescribed in Article VI hereof, his liability to the Partnership shall terminate.

ARTICLE VII

DISSOLUTION OF GENERAL PARTNER

Upon the dissolution of the General Partner, the Partnership shall forthwith be dissolved and terminated unless continued by unanimous action of the Limited Partners.

H. & P. Family GP, LLC

By Martha Rogers Haas
Martha Rogers Haas, Manager

By Pamela F. Poulos
Pamela F. Poulos, Manager

Witness:

Charles P. Lacher

Martha Rogers Haas
Martha Rogers Haas

Nancy L. Morgenstern

Charles P. Lacher

Pamela F. Poulos
Pamela F. Poulos

Nancy L. Morgenstern

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared Martha Rogers Haas and Pamela F. Poulos, to me well known and known to be the persons in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 30 day of June, 2009

Nancy L. Morgenstern
Notary Public, State of Florida

My Commission Expires:



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ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for H. & P. FAMILY LIMITED PARTNERSHIP, at the place designated in Section IV of the Certificate of Limited Partnership, to which this Acknowledgment is attached, I hereby acknowledge that I am familiar with and accept the obligations of that position.

Charles P. Sacher (SEAL)

Charles P. Sacher, Registered Agent

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