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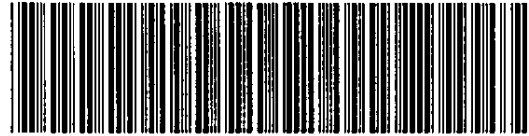
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

JAN 11 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Richard and Estelle Brown Family Limited Partnership
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:

William T. Preston

Contact Person

William T. Preston, P.A.

Firm/Company

143 Canal Street

Address

New Smyrna Beach, FL 32168

City, State and Zip Code

bprestonjd@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William T. Preston at (386) 424-9200

Name of Contact Person

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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**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
RICHARD AND ESTELLE BROWN Family Limited
Partnership**

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TALLAHASSEE, FLORIDA

A Florida Limited Partnership

The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed on December 21, 2010, at New Smyrna Beach, Florida by the following, herein called the "General Partners":

Richard Brown

Estelle Brown

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

Richard Brown

Estelle Brown

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 of the Limited Partnership.** The name of this Limited Partnership is the RICHARD AND ESTELLE BROWN Family Limited Partnership
2. **Business.** The Limited Partnership may hold, manage, develop, exchange, and/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 and/or conduct any lawful business or investment activities.
3. **Principal Office, Principal Place of Business, Records Location and Registered Office.** The location of the principal office, principal place of business and records location of the Limited Partnership is 3820 Sandstone Court, New Smyrna Beach, Florida 32169. The location of the registered office of the Limited Partnership is 3820 Sandstone Court, New Smyrna Beach, Florida 32169.

4. **Appointment and Consent to Serve as Registered Agent.** The registered agent for service for this Limited Partnership is RICHARD MELVIN BROWN whose address is 3820 Sandstone Court, New Smyrna Beach, Florida 32169.

I, RICHARD MELVIN BROWN, a natural person and resident of Florida State, accept the appointment as agent of the Richard Brown upon whom process, notices and demands may be served, whose principal place of business and records are located at the address stated above. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.



RICHARD MELVIN BROWN, Registered Agent

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

Residence and Mailing Address:

Richard Brown
1820 Sandstone Court
New Smyrna Beach, Florida 32169

Estelle Brown
1820 Sandstone Court
New Smyrna Beach, Florida 32169

6. **Limited Partners.** The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement.
7. **Term of the Partnership.** The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue for 20 years thereafter or until December 16, 2030 following, whichever is later, unless sooner dissolved by law or by agreement of all of the remaining partners or unless extended by the agreement of all the remaining partners.
8. **Additional Contributions.** The General Partner has the power to require additional contributions of capital on a prorata basis from each of the Partners, from time to time, upon demand.
9. **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.
10. **Profits.** All annual net profits of the Limited Partnership may be distributed annually and shall be divided among the Partners in the same

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proportions as the Partners' then constituted partnership interest, unless retained for the Partnership investment and business activities.

11. **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.
12. **Additional Limited Partners.** The General Partners may admit additional limited partners with the consent of all the Partners.
13. **Priority Among Limited Partners.** Except as otherwise provided in the Limited Partnership Agreement, no one Limited Partner has priority over another as to the distributions, liquidation, contributions or compensation by way of income or assets of the Limited Partnership. The Limited Partnership Agreement may provide for the issuance of one or more classes of preferred or common limited or general partnership interests. In the event one or more classes of preferred partnership interest is issued by the Limited Partnership, such preferred partnership interests shall have priority over any common partnership interests as to distribution and liquidation rights.
14. **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 and/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.
15. **Property Other Than Cash.** A Limited Partner may not demand property other than cash in return for his contributions.
16. **Amount of Cash and Agreed Value and Description of Other Property Contributed.** The Partners in the Limited Partnership have initially

STATE OF FLORIDA

)

) ss.

COUNTY OF VOLUSIA

)

The foregoing instrument was acknowledged before me this day, December 21, 2010, by Estelle Brown, as General Partner, who is personally known to me or who has produced _____, as identification.

[Seal]



Kathryn Schoettler
Kathryn Schoettler, Notary Public
143 Canal Street
New Smyrna Beach, Florida 32168
My commission expires: April 18, 2012

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TALLAHASSEE, FLORIDA

Appointment and Consent to Serve as Registered Agent

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TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that RICHARD MELVIN BROWN of 3820 Sandstone Court, New Smyrna Beach, Florida 32169, a natural person and resident of Volusia County, being the County in which the registered office of RICHARD AND ESTELLE BROWN Family Limited Partnership is located, whose principal place of business is located at the address stated above, is hereby appointed as the person on whom process, tax notices and demands against the RICHARD AND ESTELLE BROWN Family Limited Partnership may be served.

Dated this 21st day of December, 2010.


Richard Brown, General Partner

STATE OF FLORIDA

)

) ss.

COUNTY OF VOLUSIA

)

The foregoing instrument was acknowledged before me this day, December 21, 2010, by Richard Brown, as General Partner, who is personally known to me or who has produced _____, as identification.

[Seal]





Kathryn Schoettler, Notary Public

143 Canal Street

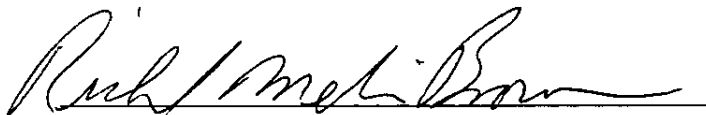
New Smyrna Beach, Florida 32168

My commission expires: April 18, 2012

Acceptance

I, RICHARD MELVIN BROWN the undersigned, hereby accept the appointment as agent of the RICHARD AND ESTELLE BROWN Family Limited Partnership upon whom process, notices and demands may be served. I understand that as agent it will be my responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the Registered Office Address.

Dated this 21st day of December, 2010.


RICHARD MELVIN BROWN

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