

**A110003041173**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

Division of Corporations  
Fax Number : (850) 617-6383

**L. SELLERS**

DEC 30 2011

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

**EXAMINER**

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**FLORIDA/FOREIGN LP/LLLP****Orlando Leased Housing Associates I, Limited Partner**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$1,000.00

FILED  
11 DEC 29 PM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
General Partner  
File 2nd LLC  
3041173

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Corporate Filing Menu

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Orlando Leased Housing Associates I, 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. Peffer

Contact Person

Winthrop & Weinstine, P.A.

Firm/Company

225 S Sixth Street STE 3500

Address

Minneapolis, MN 55402

City, State and Zip Code

wpeffer@winthrop.com

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

For further information concerning this matter, please call:

\_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
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

CR2E030 (01/06)

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ORLANDO LEASED HOUSING ASSOCIATES I, LIMITED PARTNERSHIP**

The undersigned, intending to form a limited partnership pursuant to section 620.1201 et seq. of the Florida Statutes (the "Act"), does hereby make and execute the following Certificate of Limited Partnership (the "Certificate"):

**ARTICLE I  
NAME**

The name of the Partnership is: Orlando Leased Housing Associates I, Limited Partnership (the "Partnership").

**ARTICLE II  
BUSINESS**

1. The general character of the business of the Partnership shall be to acquire, construct, develop, lease, operate, manage and own a low-income housing development and related real and personal property located in the City of Orlando, State of Florida (the "Project").
2. The Partnership shall not be a limited liability limited partnership.

**ARTICLE III  
OFFICE; AGENT**

1. The street and mailing address of the initial designated office of this Partnership shall be at: 2905 Northwest Boulevard, Suite 150, Plymouth, Minnesota 55441.
2. CT Corporation System shall act as registered agent for the Partnership in Florida. CT Corporation System's address in Florida is: 1200 South Pine Island Road, Plantation, FL 33324.

**ARTICLE IV  
PARTNERS**

The name and street and mailing address of the general partner (the "General Partner") of this Partnership is:

Orlando Leased Housing Associates SLP I, LLC  
2905 Northwest Boulevard, Suite 150  
Plymouth, Minnesota 55441

The name and street and mailing address of the initial limited partner of this Partnership is:

Polaris Holdings I, LLC

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2905 Northwest Boulevard, Suite 150  
Plymouth, Minnesota 55441

**ARTICLE V**  
**TERMINATION AND DISSOLUTION**

1. The Partnership shall be terminated upon the earlier of:
  - a. The expiration of the term of the Partnership on December 31, 2061.
  - b. The date the Project is sold or otherwise disposed of, provided that if notes or other evidence of indebtedness are received in consideration of such sale or disposition, the Partnership will not terminate until such notes are paid in full or otherwise disposed of by the Partnership; or
  - c. The dissolution of the Partnership pursuant to the Act.
2. The business of the Partnership may be continued in accordance with the terms of the Act in the event of the dissociation of a general partner or a limited partner.
3. This Certificate shall be amended if and when the Act requires it and at such other times as the partners may determine.

**ARTICLE VI**  
**APPLICATIONS**

Any officer of the General Partner of the Partnership is authorized to sign and apply for financing commitments and tax credit allocations on behalf of the General Partner and the Partnership.

**ARTICLE VII**  
**AGREEMENT OF LIMITED PARTNERSHIP**

All other matters of the Partnership shall be governed by that certain Agreement of Limited Partnership dated as of the date of this Certificate, as may be amended from time to time.

**[THE REMAINDER OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY.]**

**IN WITNESS WHEREOF**, the undersigned, the sole General Partner of the Partnership, submits this Certificate and affirms that the facts stated herein are true, is aware that any false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in s. 817.155, F.S, and has caused this Certificate of Limited Partnership to be executed as of December 28<sup>th</sup>, 2011.

**GENERAL PARTNER:**

**Orlando Leased Housing Associates SLP I, LLC,**  
a Minnesota limited liability company

By: 

Paul R. Sween, Chief Manager

**THIS INSTRUMENT DRAFTED BY:**  
Winthrop & Weinstine, P.A.  
225 South Sixth Street, Suite 3500  
Minneapolis, Minnesota 55402

**FILED**

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**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By:

*Jeanne Nelson*

Jeanne Nelson, Assistant Secretary