Division of Corporations Electronic Filing Cover Sheet

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(((H110003041173)))



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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** 

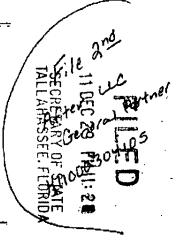
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## FLORIDA/FOREIGN LP/LLLP

Orlando Leased Housing Associates I, Limited Partner

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



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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 Partners	ship and fees are submitted for filing.	
Please return all correspondence concerning	this matter to:	
William T. Peffer		
Contact Person	<del></del>	
Winthrop & Weinstine, P.A.		
Firm/Company		
225 S Sixth Street STE 3500		
Address	•	
Minneapolis, MN 55402		
City, State and Zip Code	<del></del>	
wpoffer@winthrop.com	_	
E-mail address: (to be used for future annual re	port 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 \$1,008.75 Filing Fees and \$35 Registered Agent Fee) \$1,008.75 Filing Fees and Certificate of Status	\$1,052.50 Filing Fees and Certified Copy 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 1** NAME

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

#### ARTICLE II **BUSINESS**

- 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 Parmership shall not be a limited liability limited partnership.

## ARTICLE III OFFICE; AGENT

- The street and mailing address of the initial designated office of this Partnership shall be at: 2905 Northwest Boulevard, Suite 150, Plymouth, Minnesota 55441.
- 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, Plantztion, 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 2905 Northwest Boulevard, Suite 150
Plymouth, Minnesota 55441

The name and street and mailing address of the initial limited partner of this Partnership is the Polaris Holdings I, LLC

Polaris Holdings I, LLC

Polaris Holdings I, LLC

#### 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 or 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, P.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 \$5402

11 DEC 29 PHIL: 2

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, Assistant Secretary