



RUSH WILL WAIT

EXAMINER'S INITIALS:

A 95000000238

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP.
2. The address of the office where records shall be kept shall be 2200 Lucien Way, Suite 450, Maitland, Florida 32751. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The names and business addresses of the general partners are:

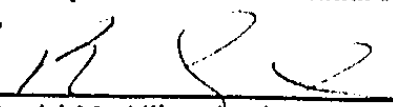
P 940000 518 216
CED Capital Holdings IV B, Inc., a Florida corporation
2200 Lucien Way, Suite 450
Maitland, Florida 32751

F 95 000000 203
American Housing Foundation III, Inc., a South Carolina not-for-profit corporation
1405 Ben Franklin Court
Marietta, Georgia 30062
4. The mailing address of the limited partnership is 2200 Lucien Way, Suite 450, Maitland, Florida 32751.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2045.

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with its statutory obligations as such.

B&C Corporate Services of Central Florida,
Inc.

By: 

Randal M. Allgood, Vice President

Dated this 16th day of February, 1995.

FILED
1995 FEB 17 9 11:10
FEB 17 1995

This Certificate has been executed by the undersigned this 14 day of February, 1995.

GENERAL PARTNERS:

CED CAPITAL HOLDINGS IV B, INC.

By: Donna Pepper
Donna Pepper, Vice President

**AMERICAN HOUSING FOUNDATION
III, INC.**

By: Larry Chkoreff
Larry Chkoreff, President

FILED
1995 FEB 17 PM 1:10

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

The undersigned being the general partners of CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP, and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

General Partners:

CED CAPITAL HOLDINGS IV, B, INC.

By: Donna Pepper
Donna Pepper, Vice President

AMERICAN HOUSING FOUNDATION
III, INC.

By: Larry Chkoreff
Larry Chkoreff, President

FILED
JAN 17 9 11 PM

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of February, 1995, by Donna Pepper, Vice President of CED Capital Holdings IV B, Inc., General Partner, and who is personally known me.



OFFICIAL SEAL
TAMMY R. ROMERO
MY COMMISSION EXPIRES
OCTOBER 27, 1995
COMMISSION NO CC133246

Tammy R. Romero

Notary Public
My Commission Expires:
Print, type or stamp name of notary

STATE OF GEORGIA

COUNTY OF Cobb

The foregoing instrument was acknowledged before me this 15 day of February, 1995, by Larry Chkoreff, President of American Housing Foundation III, Inc., General Partner, and who is personally known me.

Notary Public, Cobb County, Georgia
My Commission Expires July 26, 1996

Larry Chkoreff

Notary Public
My Commission Expires:
Print, type or stamp name of notary

A 95000000238



95 JUL 20 AM 11:40

DIVISION OF REGISTRATION

ACCOUNT NO. : 0721000000032

REFERENCE : 645194 4134B

AUTHORIZATION *Patricia P. Pitt*
COST LIMIT : 2.8750

ORDER DATE : July 20, 1995

ORDER TIME : 10:49 AM

ORDER NO. : 645194

CUSTOMER NO: 4134B

CUSTOMER: Ms. Laurie Bergatresser
Broad And Cassel
Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

600001542346...

DOMESTIC AMENDMENT FILING

NAME: CHIMNEY RIDGE PARTNERS II,
LIMITED PARTNERSHIP

XXX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: *7/20/95 BKL*

95 JUL 20 PM 3:24

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FIRST AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF
CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP

RECEIVED
DIRECTOR
95 JAN 20

Pursuant to the authority of Section 620.109, Florida Statutes, the undersigned, constituting the general partners of Chimney Ridge Partners II, Limited Partnership (the "Partnership"), hereby submit the following in connection with the First Amendment to the Certificate of Limited Partnership of the Partnership (the "Amendment").

1. The name of the Partnership is Chimney Ridge Partners II, Limited Partnership.

2. The date of the filing of the original Certificate of Limited Partnership of the Partnership is the 17th day of February, 1995.

3. Paragraph 3 of the Certificate of Limited Partnership of the Partnership is hereby deleted in its entirety, and the following is substituted in lieu thereof:

The Names and Business Addresses of each of the general partners is:

CED Capital Holdings IV B, Ltd., a Florida limited partnership
2200 Lucien Way, Suite 450
Maitland, FL 32751

A44000000744

American Housing Foundation III, Inc., a South Carolina not-for-profit corporation
1405 Ben Franklin Court
Marietta, Georgia 30062

This Amendment has been executed by the undersigned this 14th day of July, 1995.

WITHDRAWING GENERAL PARTNER

CED CAPITAL HOLDINGS IV B, INC., a
Florida corporation

By: Harriet Ginsburg
Harriet Ginsburg, President

NEW GENERAL PARTNER

CED CAPITAL HOLDINGS IV B, LTD., a
Florida limited partnership

By: CED CAPITAL HOLDINGS IV B, INC.

By: Harriet Ginsburg
Harriet Ginsburg, President

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 13 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

2. How Mailing Address, if Applicable

State, Apt. #, etc.

City, State & Zip

2a. How Does post Office (P.O.) Box Number Is Not Acceptable

State, Apt. #, etc.

City, State & Zip

1-888-456-3651

12/18/95 01017-013

****191-25 ****191-25

7. CERTIFICATE OF STATUS REQUIRED

\$0.75 Additional Fee required for a Certificate of Status

12-15

CHIMNEY RIDGE PARTNERS II, LIMITED PARTNERSHIP

Mailing Address

2200 LUCIEN WAY, SUITE 450
MAITLAND FL 32751

Principal Office Address

2200 LUCIEN WAY, SUITE 450
MAITLAND FL 32751

3. Date Form or Registered to Do Business in FLORIDA

02/17/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown on Return

\$50.00

5b. Amount of Capital Contributions as Shown on Return

6. FID Number

59-3313917

Applied For

Not Applicable

8. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50. 2) Supplemental Fee. \$138.75 (pursuant to section 607.191, F.S.) THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75). Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee. MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

B&C CORPORATE SERVICES OF CENTRAL FLORIDA
390 NORTH ORANGE AVENUE, SUITE 1100
ORLANDO FL 32801

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

State, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, hereby certifies that the information furnished is true and correct, and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee agent I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner (Do NOT Use Post Office Box Number)

11b. City, State & Zip Code

11c. Registration Document Number

CED CAPITAL HOLDINGS IV B, L
AMERICAN HOUSING FOUNDATION

2200 LUCIEN WAY, SUIT
1405 BEN FRANKLIN COU

MAITLAND FL 32751
MARIETTA GA 30062

A94000000744
F95000000803

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to register the limited partnership.

By: CED Capital Holdings IV B, Ltd., General Partner
SIGNATURE By: Donna D. Pepper, Vice President

Typed or Printed Name of General Partner Signing Form

Donna D. Pepper, Vice President

DATE

OCT 18 1995

Telephone Number

(407) 660-1110

CR2E003 (6/95)