

ALLAN L. CASLY
DANIEL P. ROONEY

Law Offices
ALLAN L. CASEY
P.O. Box 7146
Winter Haven, Florida 33883 7146
813 294 4466
FAX 813 294 3947

395 Avenue C, N.W.
Winter Haven, Florida 33061

April 10, 1995

A95000000 610

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Country Creek, Ltd.

600001458806
04/13/95--01051--024
+++1837.50 +++1837.50

Dear Sir or Madam:

Enclosed please find in connection with the above referenced limited partnership its Certificate of Limited Partnership, Affidavit of Capital Contribution and Designation and Acceptance of Registered Agent, to be filed with your office. Also, please find the firm's check in an amount of \$1,837.50, to be allocated as follows:

- | | | |
|--|------------|---|
| a. Filing fees - | \$1,750.00 | 3 |
| b. Certified copy of Certificate of Limited Partnership; | \$ 52.50 | 1 |
| c. Registered Agent Designation - | \$ 35.00 | 3 |

Please return the certified copy of the Certificate of Limited Partnership to me at your earliest convenience. If you have any questions concerning any of this, please contact me.

Sincerely,

Daniel P. Rooney
Daniel P. Rooney, Esquire

4/14/95
cc - Country Creek, Ltd.

A95000000 610

TC
\$1,500,000.00

CERTIFICATE OF LIMITED PARTNERSHIP

of

COUNTRY CREEK, LTD.

We, the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, certify:

1. The name of the firm under which the partnership is to be conducted is COUNTRY CREEK, LTD.

2. The character of the business intended to be transacted by the partnership is as follows: transacting the business of land development, any business allowed by Chapter 620, Florida Statutes, and in any and all such other related business as may be agreed on by the General Partner.

3. The location of the principal place of business is to be at 3333 Dundee Road, Winter Haven, Florida 33884. The initial registered agent for service of process for the limited partnership is designated to be R.E. SAXON at 3333 Dundee Road, Winter Haven, Florida 33884.

4. (a) The name and place of residence of each general partner interested in the partnership is/are as follows:

<u>Name</u>	<u>Place of Residence</u>
P33058 JOHNSON DEVELOPMENT CO., a Michigan corp., authorized to do business in the State of Florida	6829 72nd St. Newaygo, MI 49337

(b) The name and place of residence of each limited partner interest in the partnership is/are as follows:

<u>Name</u>	<u>Place of Residence</u>
ROBERT L. JOHNSTON TRUST	323 La Peninsula Naples, FL 33962

5. The partnership shall commence upon filing of this Certificate with the Secretary of State. The partnership shall exist for an indefinite term based on the conditions stated in the Limited Partnership Agreement but not to exceed 30 years.

6. The amount of cash and a description of, and the agreed value of, the other property contributed by each partner is as follows:

General Partner:

Johnson Development Co.: Cash - \$ 166,667

Limited Partner:

Robert L. Johnston Trust: Cash - \$ 83,333

7. The limited partners may make such additional contributions to the capital of the partnership as may from time to time decide with the consent of the general partner.

8. The time agreed on when the contribution of each limited partner is to be returned is as follows: No partner shall have the right to demand the return of all or any part of any contribution to capital until the partnership is dissolved and terminated.

9. The share of the profits or any other compensation by way of income which each limited partner shall receive by reason of his\her\its contribution is as follows: The Partners have the percentage interests in the profits and losses of the Partnership as set out in paragraph 6. hereto initially, and thereafter the percentage interests in profits and losses of the Partnership shall be based on the proportion of each Partner for the total Capital Account of the Partnership at year end.

10. The right of any partner to transfer his/her/its partnership interest is subject to a Buy-Sell provision of the Limited Partnership Agreement which is on record at the partnership's office. Further, any partner(s) interest in the limited partnership may be subject to the Buy-Sell provision upon the happening of specified events in that provision of the Limited Partnership Agreement.

11. The right of the partners to admit additional partners is as follows: upon consent of seventy-five percent (75%) in interest of the Partners, the Partnership may admit additional limited or general partners.

12. The right of a limited partner to demand and receive property other than cash in return for his or her contribution is as follows: No partner has the right to demand other than cash in return for his/her/its contribution.

13. The address of the office of the limited partnership is 3333 Dundee Road, Winter Haven, FL 33884. The agent for service of process is R.E. Saxon, whose address is 3333 Dundee Road, Winter Haven, FL 33884.

14. The name and business address of each general partner interested in the partnership are as follows:

Name
JOHNSON DEVELOPMENT CO.,
a Michigan corp.,
authorized to do business
in the State of Florida

Business Address
6829 72nd St.
Nowaygo, MI 49337

In witness, the undersigned have executed this certificate
this 30th day of March, 1995.

GENERAL PARTNER:
JOHNSON DEVELOPMENT CO.

By: [Signature]
RICHARD G. JOHNSON, President
Date: 3/30/95

LIMITED PARTNER:
ROBERT L. JOHNSTON TRUST

By: [Signature]
ROBERT L. JOHNSTON, Trustee
Date: 3/31/95

STATE OF MICHIGAN
COUNTY OF NEWAYGO

FILED
1995 MAR 13 PM 11:30

BEFORE ME, the undersigned authority, personally appeared RICHARD G. JOHNSON, as president of Johnson Development Co., a Michigan corporation authorized to do business in the State of Florida, who is personally known to me (X) or who provided the following identification (_____), and he/she acknowledged that he/she subscribed the said instrument for the uses and purposes set forth herein on behalf of the corporation.

Witness my hand and official seal in the County and State last aforesaid this 30th day of March, 1995.

[Signature]
Name: Carol L. Graham
Notary Public Newaygo County, Michigan
Commission No. _____
My commission expires: 11-20-96

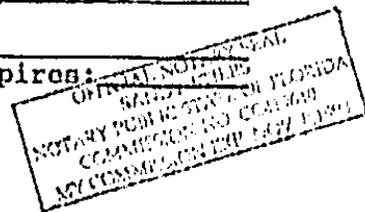
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared ROBERT L. JOHNSTON, as trustee of the Robert L. Johnston Trust,

who is personally known to me () or who provided the following identification (FLA DRIVER'S LICENSE), and he/she acknowledged that he/she subscribed the said instrument for the uses and purposes set forth herein on behalf of the Trust.

Witness my hand and official seal in the County and State last aforesaid this 31st day of MARCH, 1998.

Sandy Stur
Name: SANDY STUR
Notary Public
Commission No. _____
My commission expires: _____



AFFIDAVIT OF CAPITAL CONTRIBUTION

The undersigned constituting all of the general partners of COUNTRY CREEK, LTD., a Florida Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is:

Limited Partner:

Robert L. Johnston Trust: Cash - \$ 83,333

2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$ 1,500,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER:
JOHNSON DEVELOPMENT CO.

By: [Signature]
RICHARD G. JOHNSON, President
Date: 3/30/95

FILED
MAR 30 11:30 AM '95

STATE OF MICHIGAN
COUNTY OF NEWAYGO

BEFORE ME, the undersigned authority, personally appeared RICHARD G. JOHNSON, as president of Johnson Development Co., a Michigan corporation authorized to do business in the State of Florida, who is personally known to me (X) or who provided the following identification (_____), and he/she acknowledged that he/she subscribed the said instrument for the uses and purposes set forth herein on behalf of the corporation.

Witness my hand and official seal in the County and State last aforesaid this 30th day of March, 1995.

[Signature]
Name: Carol L. Graham
Notary Public Newaygo County, Michigan
Commission No. _____
My commission expires: 11-20-96

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 620 and Section 48.061, Florida Statutes, the following is submitted, in compliance with the Act:

FIRST -- That COUNTRY CREEK, LTD., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, in the City of Winter Haven, State of Florida, has named R.E. SAXON as its registered agent to accept service of Process within this State.

SECOND -- That COUNTRY CREEK, LTD.'s registered agent shall maintain his office for service of process within this state at the following street address:

3333 Dundee Road
Winter Haven, FL 33884

in the County of Polk, State of Florida.

Having been named as Registered Agent for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to act in this capacity, I acknowledge that I am familiar with and accept the obligations provided by Florida Statute §§ 620.105, 620.1051 and 620.106 (1993) and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



R. E. SAXON

Date: _____

3-30-95

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
Tallahassee, Florida 32399-0001

55 DEC 19 1995
DOCUMENT # 117 111

1. Name of Limited Partnership **In. DOCUMENT #**
A95000000610

COUNTRY CREEK, LTD.

Mailing Address: **3333 DUNDEE ROAD WINTER PARK FL 32084**
Principal Office Address: **3333 DUNDEE ROAD WINTER PARK FL 32084**

If above addresses are incorrect in any way, file through the normal information and enter correct addresses in Block 2 and/or 2a.

3. Date formed or registered to do business in Florida: **04/13/1995**
3n. Date of Last Report
4. State or Country of Formation: **FL**

5a. Capital Contributions as shown on Record: **\$1,500,000.00**
5b. Amount of Capital Contributions in Florida to date: **250,000.00**
6. FID Number: **X** Applied For
7. CERTIFICATE OF STATUS REQUIRED: **\$8.75 Additional Fee required for a Certificate of Status**

8. FEES: 1) Filing Fee: Computed at a rate of \$2 per \$1,000 on amount entered in 5a or 5b 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 607.193, 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:
**SAXON, R E
3333 DUNDEE ROAD
WINTER PARK FL 32084**

10. If changed, new Registered Agent/Office:
Name:
Street Address (P.O. Box Number is Not Acceptable):
Suite, 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, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, 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 Numbers)	11b. City, State & Zip Code	11c. Registered Document Number
JOHNSON DEVELOPMENT CO	6829 72ND ST.	NEWAYGO MI 49337	P33058 700001663507 -12/18/95--01007--019 ****576.25 ****576.25

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 voluntary, true and correct, and that I am not a partner, officer, director, or trustee of any corporation, partnership, or other business entity that is a general partner of the limited partnership. I further certify that the information published on this annual report is true and accurate, and that the information shall have the same legal effect as if made under oath. I further certify that I am a General Partner of the limited partnership, as owner or trustee, or partner, officer, director, or trustee.

SIGNATURE: *RE Saxon - Sec - Johnson Dev Co* DATE: **11-8-95**
Typed or Printed Name of General Partner Signifying Form: **RE Saxon - Sec. - Johnson Dev. Co** Telephone Number: **407-846-4021**

CR2E003 (6/95)