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Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum

THANK YOU from Your Capital Connection

CERTIFICATE OF LIMITED PARTNERSHIP

OF

IMMOKALEE HOUSING PARTNERSHIP, LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is:

IMMOKALEE HOUSING PARTNERSHIP, LTD.

2. (a) The address of the office of the Partnership at which place the records of the maintained is:

c/o Cronacher Development Corporation 2640 Golden Gate Parkway Suite 304 Naples, FL 33942

(b) The name and address of the Partnership's agent for service of process is:

Roy Cronbcher 2640 GoldentGate Parkway Suite 304 Naples, Fl 33942

3. The name and address of the General Partners is:

Cronacher Development Corporation 2840 Golden Gate Parkway Suite 304 Naples, FL 33942 L34534

Collier County Housing Authoritys Land Acquisition New Development, Inc.
1800 Farm Worker Way
Immokalee, FL 33934

4. The mailing address for the Limited Partnership is:

c/o Cronacher Development Corporation 2640 Golden Gate Parkway Suite 304 Naplos, FL 33942

5. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2045, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partners have hereto executed this Certificate as of the _____ day of April, 1995.

| | GENERAL PARTNERS: 문용 명 |
|---------------------------------|--|
| (CORPORATE SEAL) | CRONACHER DEVELOPMENT CORPORATION TO BE Florida corporation |
| I hereby accept the duties as a | registered agent. |
| Attest: Socretary | By: Roy Cronacher, President |
| [CORPORATE SEAL] | COLLIER COUNTY HOUSING AUTHORITYS LAND ACQUISITION NEW DEVELOPMENT, INC., a Florida not-for-profit corporation |
| Attest: Secretary | By: David K. Borden, President |

AFFIDAYLI

STATE OF FLORIDA COUNTY OF COLLIER

BEFORE ME, a Notary Public, personally appeared ROY CRONACHER, as President of CRONACHER DEVELOPMENT CORPORATION (the "Affiant"), who, after first being duly sworn, under outh, deposes and states that:

- 1. Affiant is the duly appointed authorized officer of Cronacher Development Corporation, a Florida corporation (the "Corporation").
- 2. The Corporation is a General Pariner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name Immokalee Housing Partnership, Ltd.
 - 3. The capital contribution of the initial sole limited partner is \$1,000 = = =
- 4. The amount anticipated to be contributed by the Initial sole limited partner is \$1,000.
- 5. The Affiant is familiar with the nature of an oath and with the fiertalties as provided by the laws of the State of Florida for felsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

CRONACHER DEVELOPMENT CORPORATION a Florida corporation

Roy Cronacher, President

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this // day of April, 1995, by Roy Cronacher as President of CRONACHER DEVELOPMENT CORPORATION, a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA

MARIE VAN DYKE
MY COMMISSION # CC 355318
EXP PES: March 13, 1998
Bonded Tim: Natury Profile Underwriters

AFFLDAYLT

STATE OF FLORIDA COUNTY OF COLLIER

BEFORE ME, a Notary Public, personally appeared David K. Borden, as President of COLLIER COUNTY HOUSING AUTHORITYS LAND ACQUISITION NEW DEVELOPMENT, INC. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

- 1. Affiant is the duly appointed authorized officer of COLLIER COUNTY HOUSING AUTHORITYS LAND ACQUISITION NEW DEVELOPMENT, INC., a Florida not-for-profit corporation (the "Corporation").
- 2. The Corporation is a General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name immorkated. Housing Partnership, Ltd.
 - 3. The capital contribution of the initial sole limited partner is \$1,000 =
- 4. The amount anticipated to be contributed by the initial sole limit@rpartner is \$1,000.
- 5. The Afflant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

COLLIER COUNTY HOUSING AUTHORITYS LAND ACQUISITION NEW DEVELOPMENT, INC., a Florida not-for-profit corporation

David K. Bordon, President

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this $\frac{1}{2}$ day of April, 1995, by David K. Borden as President of COLLIER COUNTY HOUSING AUTHORITYS LAND ACQUISITION NEW DEVELOPMENT, INC., a Florida not-for-profit corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:

NOTARY FUBLIC, STATE OF FLORIDA



LIMITED PARTNERSHIP AGREEMENT OF IMMOKALEE HOUSING PARTNERSHIP, LTD.

THIS LIMITED PARTNERSHIP AGREEMENT OF IMMOKALEE HOUSING PARTNERSHIP, LTD. is made as of this 12 day of April, 1995, by and between CRONACHER DEVELOPMENT CORPORATION ("CDC"), a Florida corporation, and COLLIER COUNTY HOUSING AUTHORITYS LAND ACQUISITION NEW DEVELOPMENT, INC. ("CCH"), a Florida not-for-profit corporation, as general partners, and ROY CRONACHER ("Cronacher"), as limited partner.

PRELIMINARY STATEMENTS

WHEREAS, CDC and CCH, as general partners, and Cronacher, as limited partners, desire to form a limited partnership to be the general partner of a limited partnership that will develop, own and operate a 204 unit low income housing project to be known as "GARDEN WALK VILLAGE."

In consideration of the mutual covenants herein contained, the parties do hereby agree:

- 1. <u>Formation</u>. CDC and CCH, as general partners, and Cronacher, as imited partner, hereby form a limited partnership pursuant to Florida Statutes, Chapter 620, and the terms and conditions of this Agreement. CDC and CCH shall be the general partners and Cronacher shall be the limited partner.
- 2. Name. The name of the limited partnership shall be: IMMOKALEE HOUSING PARTNERSHIP, LTD.
- 3. Principal Place of Business and Resident Agent. The principal place of business and principal office shall be: c/o Cronacher Development Corporation 2640 Golden Gate Parkway, Suite 304, Naples, FL 33942. The general partners may at any time and from time to time change the address of the partnership. The Registered of the Partnership shall be Roy Cronacher and the Registered Office of the Partnership shall be the same as its principal office and place of business.
- 4. **Term**. The Partnership shall commence on the date the Partnership filed its Certificate of Limited Partnership with the Secretary of the State of Florida. The latest date upon which the Partnership is to dissolve is December 31, 2045.
- 5. Admission of Limited Partners. CDC and CCH are hereby admitted to the Partnership as the General Partners and Cronacher is hereby admitted to the Partnership as the Limited Partner.

Limited Partnership Agreement Immokalee Housing Partnership, Ltd.

Page 1

| 8. following an | Capi nounts: | tal. The partners sh | all contribute capil | al to the | Partne | rship i | n tho |) |
|--------------------|------------------------|--|----------------------------|------------|-----------------------|-------------------------------------|---------|-------|
| | (a) | General Partners: | | | | | | |
| | | CDC | \$ | .90 | | | | |
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| | (b) | Limited Partners: | | | | | | |
| | | Cronacher | \$9 | 9.00 | | | | |
| 7. allocated as | Profi follows | to and Losses. The s: | profits and losses | of the F | ² artnersi | hip sha | all be | l |
| | (a) | General Partners: | | | | SEC | 95 | |
| | | CDC | | .9% | | RETARY OF STATE AHASSEE, FLORIDA | 1 3.dy | 77 |
| | | CCH | | .1% | | SEE. T | 18 8 | FILED |
| | (b) | Limited Partner: | | | | STAT | PH 4: 0 | |
| | | Cronacher | | 99% | | ¥" | 0_ | |
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(b) Limited Partner:

Cronacher

99%

9. <u>Withdrawal Right.</u> CCH shall be entitled, in its sole discretion, to put to CDC and CDC shall buy, at any time prior to the admission of the investor limited partner, all of CCH' rights, title and interest in and to the Partnership for the sum of \$10.00. Such right shall be exercised by CCH giving to CDC ten (10) written days notice of its obligation to purchase such interest. The parties agree to execute such documents as may be necessary to effectuate such transfer.

IN WITNESS WHEREOF, this Limited Partnership Agreement has been made and executed on the day first above mentioned.

CRONACHER DEVELOPMENT CORPORATION

y: Roy Cronachen Presidents

COLLIER COUNTY HOUSING AUTHORITYS LAND ACQUISITION NEW DEVELOPMENT, INC.

DAVID & BURDEN , Pres

Roy Cronecher, limited partner

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Limited Partnership Agreement Immokalee Housing Partnership Ltd. £

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| 3. Date Formed or Registered to Do Business in FLORIDA 04/18/1995 | 38. Date of Card Report | 4. Para or Country of For FL | tisher City | State & Zip | | | |
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| 9. Name and Addrass of | Current Registered Agent | Hame | 10 | 0. If changed, new Registered / | Agent/Office | | |
| CRONACHER, ROY | | | (S.S. D. A) | | | | |
| 2640 GOLDEN GATE PARKWAY SUITE 304 | | | Street Artifreia (P.O. Box Norther is Not Acceptable) | | | | |
| NAPLES FL 33942 | | Sule Apt | 5ule Apt # etc -0[/04/0501011008 | | | | |
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| 10a. Pursuant to the provisions of sections 620 to the purpose of changing its registered of agent. Lem familiar with land accept the obtained of the Construction of the Construction of Signature (Registered Agent Accepting Appendix). | ffice or registered agent, or both, in th ligations of section 620-192. Ekinda Si | se State of Florida, Such chai | | | | | |
| A GENERAL PARTNER TH | | TION, LIMITED | PARTNE | | BUSINESS ENTITY | | |
| 11. Namo(s) of General Partner(s) | 11a. Address of | FLach General Pattner Post Office Box Humbers) | 11b. 0 | City, State & Zip Code | 11c. Registration/ | | |
| CRONACHER DEVELOPMENT CORPO | 1 | | NAPLES F | L 33942 | L39534 | | |
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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

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SIGNATURE

Roy W. Claurchee, Te 1

DATE PARTY CONTRACTOR

Churches Dengancer Corp. G.P.

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