

1208 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9071
FAX: 904-222-9073

800-342-8086



A95000000705

FILED STATES
SECRETARY OF CORPORATIONS
GEORGETOWN - 5 MAY 1995

ACCOUNT NO. : 07210000000002

REFERENCE : 591870 4134B

AUTHORIZATION: *Patricia Pizzato*

COST LIMIT : 0 157.5

ORDER DATE : May 3, 1995

ORDER TIME : 10:15 AM

900001477269

ORDER NO. : 591870

CUSTOMER NO: 4134B

CUSTOMER: Ms. Helen Brock Ford
BROAD AND CASSEL

Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: BROOKFIELD CLUB HOUSING
PARTNERS, LTD.

XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XXX CERTIFICATE OF GOOD STANDING(X2)

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

AK
5/5/95

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BROOKFIELD CLUB HOUSING PARTNERS, LTD.

FILED
CLERK OF DISTRICT COURT
JAN 5 1987
ORLANDO, FLORIDA

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partners of BROOKFIELD CLUB HOUSING PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be BROOKFIELD CLUB HOUSING PARTNERS, LTD.

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:

A94 00000674 CED Capital Holdings VI, Ltd., a Florida limited partnership
2200 Lucien Way, Suite 450
Maitland, Florida 32751

F9500000803 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.

This Certificate has been executed in counterparts by the undersigned this 3rd day of May, 1995.

GENERAL PARTNERS:

CED CAPITAL HOLDINGS VI, Ltd.

By: CED Construction, Inc., its
Managing General Partner

By: 
Alan H. Ginsburg, President

**AMERICAN HOUSING FOUNDATION
III, INC.**

By: _____
Larry Chkoreff, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -5 AM 11:47

This Certificate has been executed in counterparts by the undersigned this 2nd day of May, 1995.

GENERAL PARTNERS:

CED CAPITAL HOLDINGS VI, Ltd.

By: CED Construction, Inc., its
Managing General Partner

By: 
Alan H. Ginsburg, President

AMERICAN HOUSING FOUNDATION
III, INC.

By: 
Larry Chkoreff, President

FILED
STATE
SECRETARY OF CORPORATIONS
95 MAY -5 AM 11:47

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for BROOKFIELD CLUB HOUSING PARTNERS, LTD., 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. Alligood, Vice President

Dated this 4th day of May, 1995.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -5 AM 11:47

FILED STATE
SECRETARY OF STATE
DIVISION OF REGISTRATIONS
95 MAY -5 AM 11:47
-P

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.

General Partners:

By: CED Construction, Inc., its
Managing General Partner

AMERICAN HOUSING FOUNDATION
III, INC.

CORP02141\0046\HBF05.01
950501 - 4:46pm

AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

FILED
SECRETARY'S OFFICE
DIVISION
95 MAY -5 PM 11:47

The undersigned being the general partners of BROOKFIELD CLUB HOUSING PARTNERS, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of BROOKFIELD CLUB HOUSING PARTNERS, LTD. 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 VI, Ltd.

By: CED Construction, Inc., its
Managing General Partner

By: 
Alan H. Ginsburg, President

AMERICAN HOUSING FOUNDATION
III, INC.

By: 
Larry Chkoreff, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of May, 1995, by Alan H. Ginsburg, as President of CED Construction, Inc., Managing General Partner of CED Capital Holdings VI, Ltd., General Partner, and who is personally known me.

Patricia Geoghegan
Notary Public
My Commission Expires:
Print, type or stamp name of notary
(I am personally known)
No. CC422627
Bonded By Service Inc
My Comm Exp. 11/22/98
PATRICIA GEOGHEGAN
NOTARY PUBLIC
STATE OF FLORIDA
FILED STATE
SECRETARY OF CORPORATIONS
9 MAY -5 PM 11:47

STATE OF GEORGIA

COUNTY OF _____

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

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

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this ____ day of May, 1995, by Alan H. Ginsburg, as President of CED Construction, Inc., Managing General Partner of CED Capital Holdings VI, Ltd., General Partner, and who is personally known me.

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

FILED STATE
SECRETARY OF
CIVIL SERVICE
95 MAY -5 AM 11:47

STATE OF GEORGIA

COUNTY OF Cobb

The foregoing instrument was acknowledged before me this 1 day of May, 1995, by Larry Chkoreff, President of American Housing Foundation III, Inc., General Partner, and who is personally known me.

Larry Chkoreff

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

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

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
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 13 PM 12:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000705

BROOKFIELD CLUB HOUSING PARTNERS, LTD.

Mailing Address

2200 LUCIEN WAY, SUITE 450
MAITLAND FL 32751

Principal Office Address

2200 LUCIEN WAY, SUITE 450
MAITLAND FL 32751

If known and known in or correct in any way, file through the nearest information and enter correct address in Block 2 and/or 2a

3. Date Form or Registered to Do Business in
FLORIDA
05/05/1995

3a. Date of Last Report

4. State or County of Formation

FL

5a. Capital Contributions as Shown
on Record
\$50.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FID Number

59-3314208

Applied Fee

7. CERTIFICATE OF STATUS REQUIRED

Not Applicable

\$0.75 Additional Fee required
for Certificate of Status

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 607.103, 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 FLA., INC
390 NORTH ORANGE AVE., 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 620.1061 and 620.192, 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. Registry/
Document Number

CED CAPITAL HOLDINGS VI, LTD
AMERICAN HOUSING FOUNDATION

2200 LUCIEN WAY, SUIT
1405 BEN FRANKLIN COU

MAITLAND FL 32751
MARIETTA GA 30062

A94000001674
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)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) 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 effect as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Section 620.192, Florida Statutes.

By: CED Capital Holdings VI, Ltd., General Partner
By: CED Construction, Inc., its Managing General Partner

SIGNATURE

DATE

OCT 18 1995

Typed or Printed Name of General Partner Signing Form

Alan H. Ginsburg, President

Telephone Number (407) 660-1110

CR2E003 (6/95)