CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE (800) 342-8062
FAX (904) 224-8832

A95000000773

NAME _____
FIRM _____
ADDRESS _____
_____
_____
PHONE ( ) _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee $ _____ Our $ _____

5/19/95

C. TAX 8.75
FILING 52.50
R. AGENT FEE 35.00
C. COPY 105.00
TOTAL 201.25
V. BANK _____
BALANCE DUE _____
REFUND _____

_____ of _____ № 51803-

RE: [illegible]

	C.C. FEE	DISBURSED
____ Capital Express℠		
____ Art. of Inc. File		
____ Corp. Record Search		
V Ltd. Partnership File		
V Foreign Corp. File		
( ) Cert. Copy(s) (2)		
____ Art. of Amend. File		
V Dissolution/Withdrawal		
V C U S- (9)		
____ Fictitious Name File		
____ Name Reservation		
____ Annual Report/Reinstatement		
____ Reg. Agent Service		
____ Document Filing		
____ Corporate Kit		
____ Vehicle Search		
____ Driving Record	400001458105*1	
____ Document Retrieval	05/23/95--01:06--008	
	****201.25	****201.25
____ UCC 1 or 3 File		
____ UCC 11 Search		
____ UCC 11 Retrieval		
____ ____ File No.'s, ____ Copies		
____ Courier Service ____		
____ Shipping/Handling		
____ Phone ( )		
____ Top Priority ____		
____ Express Mail Prep. ____		
____ FAX ( ) pgs.		
SUBTOTALS _____		

FILED
95 MAY 19 AM 11:51
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 19 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY			

WALK-IN
Will Pick Up 5.19 1:00

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 19 PM 1:51

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAYWINDS RETIREMENT RESIDENCE, LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF BAYWINDS RETIREMENT RESIDENCE, LTD. (the "Partnership"), is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986).

1. The name of the limited partnership is Baywinds Retirement Residence, Ltd.

2. The address of the registered office of the Partnership is 701 Brickell Avenue, Suite 1200, Miami, Florida 33131. The Partnership's registered agent at that address is Louis R. Montello.

P95000021093

3. The name and business address of the Partnership's general partner is Baywinds Miami Corporation, 1101 Brickell Ave, Suite 1400, Miami, Florida 33131.

4. The mailing address and principal place of business for the Partnership is 1101 Brickell Ave, Suite 1400, Miami, Florida 33131.

5. The latest date upon which the Partnership is to dissolve is June 1, 2015.

IN WITNESS WHEREOF, the undersigned sole general partner of the Partnership has caused this Certificate of Limited Partnership to be executed this 18th of May, 1995.

BAYWINDS MIAMI CORPORATION

By: _____
George Kuhl,
President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Baywinds Retirement Residence, Ltd., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 620.192.

May 18, 1995

By: _____
Louis R. Montello,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 19 AM 11:51

lrm\meaderft\baywinds\certltd par

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 19 AM 11:51

AFFIDAVIT
OF
GENERAL PARTNER
OF
BAYWINDS RETIREMENT RESIDENCE, LTD.

I, George Kuhl, President of Baywinds Miami Corporation, a Florida corporation, and in connection with the formation of Baywinds Retirement Residence, Ltd., as a Florida limited partnership (the "Partnership"), depose and say that:

1. The amount of the capital contributions of the limited partners of the Partnership is $100.00.

2. The amount anticipated to be contributed by the limited partners of the Partnership is $100.00.

BAYWINDS MIAMI CORPORATION

By: _____
George Kuhl,
President

lrm\meaderft\baywinds\genpart.aff

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND $400 PENALTY FEE

A95000000773

LIMITED PARTNERSHIP ANNUAL REPORT 1996

CERTIFICATE OF STATE
Sandra Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
95 DEC 28 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

Baywinds Retirement Residence, Ltd.

1a. DOCUMENT # A95000000773

Mailing Address
1101 Brickell Ave.
Suite 1400
Miami, FL 33131

Principal Office Address
1101 Brickell Ave.
Suite 1400
Miami, FL 33131

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

2. New Mailing Address, If Applicable
701 Brickell Avenue
Suite Apt # etc: Suite 1200
City State & Zip: Miami, Florida 33131

2a. New Principal Office Address, If Applicable
701 Brickell Avenue
Suite Apt # etc: Suite 1200
City State & Zip: Miami, Florida 33131

3. Date Formed or Registered to Do Business in FLORIDA: May 19, 1995

3a. Date of Last Report: N/A

4. State or Country of Formation: Florida

5a. Capital Contributions as Shown on Record: $100.00

5b. Amount of Capital Contributions in FLORIDA to date: $100.00

6. FEI Number: 65-0585340 ☐ Applied For ☐ Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

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 607.193, 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

Louis R. Montello
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite Apt # etc
City
FL
Zip Code

01/02/96--01036--021
****382.50 ****191.25

10a. Pursuant to the provisions of sections 620.1051 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 MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

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. Registration Document Number
Baywinds Miami Corporation	1101 Brickell Ave. Suite 1400	Miami, Florida 33131 AR - $52.50 SF - $138.75	P95000021093

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)(i), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) 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 execute this report as required by Chapter 620, Florida Statutes.

BAYWINDS MIAMI CORPORATION

SIGNATURE By: _____ DATE December 27, 1995

George Kuhl, President

Typed or Printed Name of General Partner Signing Form

(416) 323-3773
Phone Number

SIGN HERE

CR2E003 (6/95)

A95000000773

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Bayviews Retirement Residence, Ltd.

NAME _____
FIRM _____
ADDRESS _____

PHONE ( ) _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee $ _____ Our $ _____

12/28/95 aw

	C.C. FEE.	DISBURSED
___ Capital Express™		
___ Art. of Inc. File		
___ Corp. Record Search		
___ Ltd. Partnership File		
___ Foreign Corp. File		
✓ (1) Cert. Copy(s)		
___ Art. of Amend. File		
___ Dissolution/Withdrawal		
___ C U S		
___ Fictitious Name File		
___ Name Reservation		
✓ Annual Report/Reinstatement		
___ Reg. Agent Service		
___ Document Filing		
___ Corporate Kit		
___ Vehicle Search		
___ Driving Record		
___ Document Retrieval		
___ UCC 1 or 3 File		
___ UCC 11 Search		
___ UCC 11 Retrieval		
___ ___ File No.'s, ___ Copies		
___ Courier Service ___		
___ Shipping/Handling		
___ Phone ( )		
___ Top Priority ___		
___ Express Mail Prep. ___		
___ FAX ( ) pgs.		
___ ___		
SUBTOTALS ___		

95 DEC 28 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 29 PM 2:29
DIVISION OF CORPORATION

RECEIVED

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
___	$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No.
BY	AAL		

WALK-IN
Will Pick Up 12-28 1:00

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

11-2329-7 PONDER'S INC., THOMASVILLE, GA.