A9500000870

LAW OFFICES OF
MAYER & SAUERBERG
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95 JUN -6 Art II: 36

SECRETARY OF STATE TALLAHASSEE, FLORIDA

EARL E. MAYER, JR.* ERIC M. SAUERBERG, P.A. P. TOOD KENNEDY, P.A.

 Federal Tax Counsel to the Firm Admitted in Ohio Only, Practice Limited to Hatters of Federal Tax Law

June 2, 1995

VIA FEDERAL EXPRESS

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: O'Malley Family Limited Partnership

KWM

 KV_2M

500001507643 -06/07/95--01086--002 ***1785.00 ***1785.00

Dear Sir/Madam:

Enclosed please find one original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above referenced limited partnership. Please file the original document and return the copy stamped with the date and time the document has been accepted for filing.

I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our client's check in the amount of \$1,785 to cover the required filing fee.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

MAYER & SAUERBERG

Eric M. Sauerberg

Examinar KWM

Updater ICVM

EMS: CT Updater
EnclosureS/entgor KV. V

kluczkowski/ltrs/cert-sps.itr.

W. P. Verifyer

Name

Availability

Document

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O'MALLEY FAMILY LIMITED PARTNERSHIP95 JUN -6 ANTI: 36 CERTIFICATE OF LIMITED PARTNERSHIP

TALLAMASSEE, FLORIDA

Pursuant to Florida Statutes, § 620.101-620.186, the undersigned Partners hereby make, acknowledge, and file this Certificate of Limited Partnership, hereinafter referred to as the Partnership.

- 1. The name of the Partnership is O'Malley Family Limited Partnership.
- 2. The initial purpose of the Partnership is to own, held, maintain, sell, exchange and otherwise invest in publicly traded securities, mutual funds, general or limited partnership interests, and other business entity interests; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business reasonably incident thereto. The Partnership may, in the future, own, hold, build upon, maintain, sell, manage, operate, lease, exchange, or otherwise conduct business with respect to real property or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforedescribed property; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and do all things reasonable incident thereto. Without limiting the foregoing, the Partnership may do any act or accomplish any business or investment purpose as determined by the General Partners, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Florida Revised Uniform Limited Partnership Act.
- 3. The principal place of business and mailing address of the Partnership shall be located at 1200 Thatch Palm Drive, Boca Raton, Florida 33432, or such other place as the General Partners may from time to time designate. The name and address of the Resident Agent is Marcella S. O'Malley, 1200 Thatch Palm Drive, Boca Raton, Florida 33432.
- 4. The name and address of each Partner is as follows:

GENERAL PARTNERS:

Marcella S. O'Malley, 1200 Thatch Palm Drive, Boca Raton, Florida 33432.

Marcella S. O'Malley and Comerica Bank, F.S.B., as Trustees under the Marcella S. O'Malley Irrevocable Trust Agreement, dated May ___, 1995, 1800 Corporate Boulevard N.W., Suite 100, Boca Raton, Florida 33431.

LIMITED PARTNER:

Marcella S. O'Malley, 1200 Thatch Palm Drive, Boca Raton, Florida 33432.

- 5. The Partnership and the limitation of liability of the Limited Partners will commence upon filing of this Certificate of Limited Partnership. The Partnership and limitation of liability of the Limited Partners shall continue in accordance with the filing of this certificate of Limited Partnership until December 31, 2030, unless sooner terminated in accordance with the Agreement of Limited Partnership.
- 6. The General Partners have contributed the property listed on Schedule "A" to the capital of the Partnership. The Limited Partner has contributed the property listed on Schedule "A" to the capital of the Partnership.
- 7. The Limited Partner has no responsibility or liability for additional contributions to the capital of the Partnership.
- 8. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.
- 9. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.
- 10. A Limited Partner shall have the right to assign and transfer any or all of his Limited Partnership Interest in accordance with the Agreement of Limited Partnership.
- 11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership Agreement.
- 12. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication or bankruptcy, or insolvency, retirement, or insanity of a General Partner, the Partnership shall not dissolve, but shall continue in accordance with the terms of the Partnership Agreement.

IN WITNESS WHE hands and seals on this3	REOF, the General and Limited Partners have hereunto set their day of May 1995.
GENERAL PARTNERS:	Marcella S. O'Malley
	Marcella S. O'Malley
	Marcella S. O'Malley and Comerica Bank, F.S.B., as Trustees under The Marcella S. O'Malley Irrevocable Trust Agreement dated May 3, 1995
	Marcella S. O'Malley, as Trustee
	By: Warm Whole
	Its: VICE PRESIDENT
LIMITED PARTNER:	Marcella S. O'Malley
	Marcella S. O'Malley Marcella S. O'Malley

STATER OF - Florida)
STATE OF Florida) COUNTY OF Polm Beach; ss.
COUNTY OF 15411 Canada
On this 3rd day of May, 1925, before me personally came
MARCELLA S. O'MALLEY, individually and as Trustee, who () is personally known to
me/(X) has produced seeme, as identification and who () did/() did not take an oath,
who being by me duly sworn, did say that the same was executed as the free act and deed of
said person in such capacities.
(SEAL) OSAIL DESIMALE And Seach County, My commission expires: 4/21/96 Series Number: CC 195 325
STATE OF Horida) COUNTY OF Palm Beach; ss.
On this 3rd day of May, 1995, before me, a Notary Public in and for said County, personally appeared David W. Keeler who X is
and for said County, personally appeared Arvid W. Keelee who is
personally known to me/() has produced, as identification and who ()
did/() did not take an oath, on behalf of COMERICA BANK, F.S.B., who being by me duly
sworn, did say the within instrument was executed on behalf of the corporation.
(SEAL) NE DESCUISION END SON E
-4-

SCHEDULE "A"

AFFIDAYIT

GENERAL PARTNERS	YALUB OF CAPITAL
	\$
LIMITED PARTNER	
	\$
The undersigned, being duly capital contributions to theand correct.	sworn, deposes and state that the foregoing statement of is true
	GENERAL PARTNERS
	LIMITED PARTNER

DEFS1\355922.3\066345-00001

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the general partners of O'MALLEY FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$ -0-.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$8,000,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

Maruella d. O'Malley

GENERAL PARTNERS:

MARCELLA S. O'MALLEY'
MARCELLA S. O'MALLEY and COMERICA BANK
F.S.B., as Trustees under the
MARCELLA S. O'MALLEY Irrevocable Trust
Agreement dated May 3, 1995
MARCELLA S. O'MALLEY, as Trustee
MARCELLA S. O'MALLEY, as Trustee
COMERICA BANK, F.S.B., as Trustee
By: Dann DKelle
Its: UICP PRESIDENT

DEFS1\376744,1\066342-00001

MILLER, CANFIELD, PADDOCK AND STONE, P.L.C.

BIONEY F, MILLER (1884-1840) Utonat L. CANTIELD (1846-1928) LIWIE H, PADDOCK (1868-1838)

FERRIS D. STONE (1882-1945)

ROBERT S. KETCHUM

TKL: (313) 496-7576

FAX: (313) 496-8452

A PADITIASIONAL LIMITED LIABILITY COMPANY 150 West Japaneson, Suma 2500 DITROIT, MICHIGAN 48226

TELEPHONE (313) 903-0420 TWX 810-221-5007 MILLCNFLD DET FAX (313) 498-7500

Docombor 20, 1995

ANN ARBOR, MICHIGAN BLOOMFIELD HILLE, MICHIGAN DETROIT, MICHIGAN DRAND RAMOS, MICHIGAN KALAMAZOO, MICHIGAN LANSING, MICHIGAN WASI .. NOTON, D.C.

APPRINTED OFFICER: PENBACOLA, FLORIDA at, PETENSOUND, FLORIDA DOANEK, POLAND WATEAW, POLANO

CERTIFIED MAIL RRR # P 890 236 497

Florida Dopartment of State Limited Partnership Section Division of Corporations P. O. Box 6327 Tallahassec, Florida 32314-6327

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O'Malley Family Limited Partnership Document Number A95000000870

To Whom It May Concern:

Please be advised that the O'Malley Family Limited Partnership was never funded. Accordingly, I spoke with Kathy of your office earlier this month concerning the proper procedure to follows she suggested that we file a Certificate of Cancellation of Limited Partnership, along with a filing fee of \$52.50. Both items are The enclosed. She said that we not have to file the 1996 Limited Partnership Annual Report as long as the Certificate 3 Cancellation was filed in 1995.

If for any reason, this procedure is not correct, please call the undersigned immediately. Thanking you very much for your halp in this matter, I remain

Very truly yours,

Miller, Canfield, Paddock and Stone, P.L.C.

Robert S. Ketchum

No no Section 19 J. . DEPS1109172,11066315-00001 · . 21

O'MALLEY FAMILY LIMITED PARTNERSHIP

CERTIFICATE OF CANCELLATION OF LIMITED PARTNERSHIP.

Pursuant to Florida statutes section 620.113, the undersigned, being all of the General Partners of the O'Malley Family Limited Partnership ("Partnership"), do hereby make, acknowledge and file this Certificate of Cancellation of Limited Partnership for the Partnership.

- 1. The name of the Partnership is O'Malley Family Limited Partnership.
- The date of filing of the Certificate of Limited Partnership for the Partnership was June 6, 1995. The document number of the Partnership is A95000000870.
- The reason for filing the Certificate of Cancellation is that no contributions have ever been made to the Partnership and the partners of the Partnership have indicated that they do not intend to make any contributions to the Partnership.

4.	This Certificate	of	Cancellation	shall	be	effectiv	e Lui	on
	filing.						2	
	•					•		- 1

IN WITNESS WHEREOF, the General Partners have hereunto set their hands and seals on this ________ day of December, 1995.

GENERAL PARTNERS:

Marcella S. O'Malley

Marcella S. O'Malley and Comerica Bank, F.S.B., as Trustees under the Marcella S. O'Malley Irrevocable Trust Agreement dated May 3, 1995

Marcella S. O'Malley, as Trustee

Comerica Bank, F.S.B., as Trustee

By Donni Whalle

Its UICE PROSIDENT

STATE OF FLORIDA 1
COUNTY OF PALM BEACH
On this 19th day of Docember, 1995, before me
personally came MARCELLA S. O'MALLEY, individually and as Trustee,
who (V) is personally known to me/() has-produced, as
identification and who () did/() did not take an oath, who
being by me duly sworn, did say that the same was executed as the
free act and deed of said person in such capacities.
Tige act and deed of butte person in the state of
(SEAL) Backer Cacky
Notary Public
BARBARA DATLEY MY COMMISSION & CC 215853 My COmmission expires: My Commission expires:
EXPIRES: August 16, 1996 Series Number:
STATE OF FORIDH)
COUNTY OF PALM BEACH; ss.
On this 19th day of DECEMBER, 1995, bufore me,
a Notary Public in and for said County, personally appeared
DAVIO D XELLER who (is personally known to
me/() has produced, as identification and who ()
did/() did not take an oath, on behalf of COMERICA BANK, F.S.B.,
who being by me duly sworn, did say the within instrument was
executed on behalf of the corporation.
(CRAL) Backers Carter
(SEAL) Notary Public
BARBARA OATLEY MY COMMISSION / CC 215953 My commission expires: My commission expires:
EXPIRES: August 15, 1996 Series Number: