

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000000917



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 19 PM 3:20

ACCOUNT NO. : 072100000000

REFERENCE : 622436 1299A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 19, 1995

ORDER TIME : 12:48 PM

ORDER NO. : 622436

CUSTOMER NO: 1299A

CUSTOMER: W. Christopher Hart, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
P.o. Box 13010

Pensacola, FL 32591

G. TAX _____
FILING _____ 1750.00
K. AGENCY FEE _____ 25.00
C. COPY _____ 52.50
TOTAL _____ 1827.50
N. BANK _____
BALANCE DUE _____
REFUND _____

DOMESTIC FILING

NAME: THE SUMMIT OF TOPS'L, LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

200001519782
-06/21/95--01035--001
***1837.50 ***1837.50

6/19/95
BK

CERTIFICATE OF LIMITED PARTNERSHIP OF
THE SUMMIT AT TOPS'L, LTD.

The undersigned, pursuant to the provisions of Chapter 80,
Florida Statutes, files the following Certificate of Limited
Partnership evidencing the formation of that limited partnership
known as THE SUMMIT AT TOPS'L, LTD. under that partnership
agreement executed of date even herewith.

I. NAME AND PRINCIPAL OFFICE

The partnership shall be conducted under the name of THE
SUMMIT AT TOPS'L, LTD. The principal office and mailing address of
the limited partnership shall be 6075 Poplar Avenue, Suite 406,
Memphis, Tennessee 38119.

II. REGISTERED OFFICE, REGISTERED AGENT

The address of the initial registered office of this partner-
ship in the State of Florida shall be 1201 Hays Street, Tallahas-
see, Florida 32301, and the name of the registered agent of this
partnership at that address is CORPORATION SERVICE COMPANY.

III. CHARACTER OF BUSINESS

The character of business intended to be transacted by this
partnership shall be the acquisition of real property located in
Destin, Walton County, Florida, the development, rental and sale
thereof and the conduct of any other business in which a limited
partnership may engage under the laws of the State of Florida.

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IV. NAME AND ADDRESS OF GENERAL PARTNER

(1) General Partner. The name and principal place of business of the general partner of this partnership are:

The Summit at Tops'l, Inc.
6075 Poplar Avenue
Suite 406
Memphis, Tennessee 38119

PH 4000089181

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DIVISION OF CORPORATIONS
JUN 19 PM 3:20

V. TERM OF LIMITED PARTNERSHIP

The term for which the partnership is to exist begins upon the date this Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida, and shall continue until December 31, 2015, unless sooner terminated by law, the filing of a Certificate of Cancellation or under the provisions of the Agreement of Limited Partnership.

IN WITNESS WHEREOF, the General Partner hereto has executed this Certificate of Limited Partnership on the date hereinafter set forth.

WITNESSES:

GENERAL PARTNER:

THE SUMMIT AT TOPS'L, INC.
a Florida Corporation

Doris L. Rhodes

By:

Frank Flautt, Jr.
Frank Flautt, Jr., President

Jason J. Marsh

DATE: 6-2-95, 1995

STATE OF Tennessee)
COUNTY OF Shelby)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 19 PM 2:30

BEFORE ME, the undersigned, personally appeared the undersigned, as General Partner of THE SUMMIT AT TOPS'L, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$2,700,000.00.

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

NO ADDITIONAL CAPITAL CONTRIBUTIONS ANTICIPATED AT THIS TIME.

FURTHER AFFIANT SAYETH NOT.

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

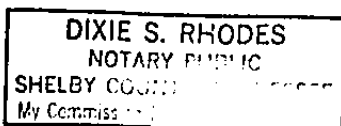
GENERAL PARTNER:
THE SUMMIT AT TOPS'L, INC.

By: Frank Flautt, Jr.

Frank Flautt, Jr., President

SWORN TO AND SUBSCRIBED BEFORE ME this 2nd day of June, 1995, by Frank Flautt, Jr., as President of The Summit at Tops'l, Inc., who (X) is personally known to me, or () has produced _____ as identification, bearing identification number _____.

Dixie S. Rhodes
(Signature of Notary Public)



[NOTARIAL SEAL]

DIXIE S. Rhodes
(Print, Type, or Stamp Name of Notary Public)

Commission Number: DIXIE S. RHODES
My Commission Expires: 12/31/96
SHELBY COUNTY, TENNESSEE
My Commis

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for THE SUMMIT AT TOPS'L, LTD., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
KAREN B. ROZAR, AS AGENT

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DIVISION OF CORPORATIONS
95 JUN 19 PM 3:20

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
1900 PENNSYLVANIA AVENUE

FILED

1995 NOV 16 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000917

THE SUMMIT AT TOPS'L, LTD.

Mailing Address

6075 POPLAR AVENUE, SUITE 400
MEMPHIS TN 38119

Principal Office Address

6075 POPLAR AVENUE, SUITE 400
MEMPHIS TN 38119

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

3. Date Formed or Registered in the Business in
FLORIDA 06/19/1995

3a. Date of Last Report

4. State or Country of Formation
FL

City, State & Zip

700001644477
-11/22/95--01087--008
****576.25 ****576.25

5a. Capital Contributions as Shown
on Record
\$2,700,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number
59-3293708

Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
\$0.75 Additional Fee required
for a 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

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

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 620.102, 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. Registration/
Document Number

THE SUMMIT AT TOPS'L, INC.

6075 POPLAR AVENUE, S
Suite 400

MEMPHIS TN 38119

P94000089186

AR- \$437.50
SF- \$138.75

11-17-95

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 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.

SIGNATURE

The Summit at Tops'L, Inc. by Frank Platt Jr.
Frank Platt Jr.

DATE

Sept 15, 1995
901-681-9181

Typed or Printed Name of General Partner Signing Form

Telephone Number