

1201 BAYS STREET
TALLAHASSEE, FL 32301
904-222-9071

800-344-0006

A95000000974

CSC networks

PRESIDENTIAL
FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 628107 149395A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 28, 1995

ORDER TIME : 10:52 AM

ORDER NO. : 628107

CUSTOMER NO: 149395A

CUSTOMER: Beatriz M. Capote, Esq-149395a
BEATRIZ M. CAPOTE, P.A.

17th Floor
1101 Brickell Avenue
Miami, FL 33131

200001528752
-07/03/95--01001--014
****140.00 ****140.00

File
2nd

DOMESTIC FILING

NAME: ORLANDO AFFORDABLE HOUSING
INVESTORS, LTD.

C. TAX	62.50
FILING	95.00
R. AGENT FEE	52.50
C. COPY	140.00
TOTAL	
N. BANK	
BALANCE DUE	

ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

6/28/95

BK

FILED
STATE
SECRETARY OF CORPORATIONS
JUN 28 PM 2:25



CERTIFICATE OF LIMITED PARTNERSHIP
OF
ORLANDO AFFORDABLE HOUSING INVESTORS, LTD.

SECRET
DIVISION OF CORPORATIONS
95 JUN 28 PM 2:30

1. The name of the Limited Partnership is: ORLANDO AFFORDABLE HOUSING INVESTORS, LTD.

2. The address of the office and the name and address of the agent for service of process required to be maintained by F.S. §620.105 is:

BEATRIZ M. CAPOTE
c/o Beatriz M. Capote, P.A.
1101 Brickell Avenue, 17th Floor
Miami, Florida 33131

3. The name and business address of the General Partner is:

BLOSSOM CORNERS MANAGEMENT, INC.
c/o Beatriz M. Capote, P.A.
1101 Brickell Avenue, 17th Floor
Miami, Florida 33131

P45000050466

4. The principal address and the mailing address for the Limited Partnership is:

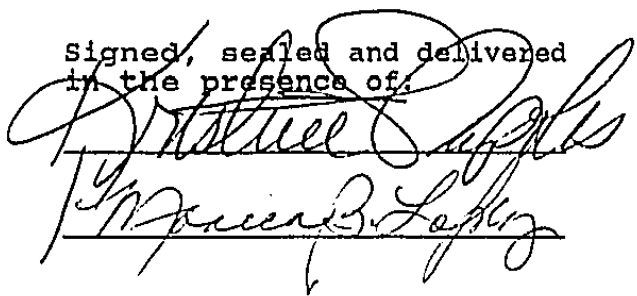
c/o Beatriz M. Capote
1101 Brickell Avenue, 17th Floor
Miami, Florida 33131

5. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2025.

6. There are no other matters to include herein.

Dated this 27th day of June, 1995

Signed, sealed and delivered
in the presence of:



BLOSSOM CORNERS MANAGEMENT, INC.,
a Florida corporation

BY:



BEATRIZ M. CAPOTE, President



BEATRIZ M. CAPOTE, Registered
Agent

SECRET
DIVISION OF CONSPIRACIES
95 JUN 28 PM 2
this
BLOSSOM
partner of

NOTARY PUBLIC, STATE OF FLORIDA
PRINT NAME: KRISTINE NAPOLES



KRISTINE NAPOLES
My Commission C0400546
Expires Dec. 03, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
ORLANDO AFFORDABLE HOUSING INVESTORS, LTD.

RECORDED
INDEXED
JUN 28 PM 2:23
CLERK OF DISTRICT COURT
JUL 28 1995

Before me appeared BEATRIZ M. CAPOTE as President of Blossom Corners Management, Inc., a Florida corporation, the General Partner of Orlando Affordable Housing Investors, Ltd., a Florida limited partnership, who after being first duly cautioned and sworn, deposes and says:

1. I have personal knowledge of the matters contained herein.
2. I am the President of Blossom Corners Management, Inc., a Florida corporation, the sole General Partner of Orlando Affordable Housing Investors, Ltd.
3. The amount of capital contributions of the Limited Partnership is \$99.00, and no further capital contributions are anticipated to be made by the Limited Partner.

FURTHER AFFIANT SAYETH NAUGHT.

BLOSSOM CORNERS MANAGEMENT, INC.,
a Florida corporation

BY:


BEATRIZ M. CAPOTE, President

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27 day of June, 1995, by BEATRIZ M. CAPOTE who is personally known to me.


NOTARY PUBLIC, STATE OF FLORIDA
PRINT NAME: KRISTINE NAPOLES

My commission expires:



KRISTINE NAPOLES
My Commission CC406546
Expires Dec. 03, 1998

FILED
RECORDED
JUN 28 8 25 PM '25
CLERK OF DISTRICT COURT
STATE OF FLORIDA

**AGREEMENT OF LIMITED PARTNERSHIP
OF
ORLANDO AFFORDABLE HOUSING INVESTORS, LTD.**

I, the undersigned, intending to form a Limited Partnership pursuant to the provisions of the Uniform Limited Partnership Law of the State of Florida, being duly sworn, do hereby certify as follows:

**ARTICLE I
NAME**

The name of the Limited Partnership is: ORLANDO AFFORDABLE HOUSING INVESTORS, LTD.

**ARTICLE II
PURPOSE**

The character of the business to be carried on by the Limited Partnership will be to conduct any business which is lawful under the laws of the State of Florida. Such business shall include, but is not limited to, the acquisition and ownership of real property.

**ARTICLE III
LOCATION OF PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Limited Partnership is c/o Beatriz M. Capote, 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131.

**ARTICLE IV
NAME AND ADDRESS OF EACH GENERAL AND LIMITED PARTNER**

The name and business address of the General Partner is BLOSSOM CORNERS MANAGEMENT, INC., c/o Beatriz M. Capote, P.A., 1101 Brickell Avenue, 17th Floor, Miami, Florida 33131.

The name and business address of the Limited Partner is SOUTH FLORIDA PARTNERS TRUST, c/o Grosvenor Trust Company Limited, Arlie House
33 Church Street, Hamilton, BERMUDA.

**ARTICLE V
TERM OF PARTNERSHIP**

The term of the Limited Partnership shall commence upon the filing for record of the Certificate of Limited Partnership with the Florida Department of State and shall continue until December 31, 2025.

**ARTICLE VI
INITIAL CAPITAL CONTRIBUTION**

The amount of the cash contributed to the Limited Partnership by the General Partner is One and 00/100 Dollar (\$1.00) in the

aggregate.

The amount of the cash contributed to the Limited Partnership by the Limited Partner is Ninety-Nine and 00/100 Dollars (\$99.00).

ARTICLE VII
ADDITIONAL CAPITAL CONTRIBUTIONS

The Limited Partner has not agreed to make additional contributions either in cash or property.

ARTICLE VIII
RETURN OF CAPITAL CONTRIBUTIONS

Subject to the payment of debts and any other obligations of the Limited Partnership out of Limited Partnership funds, the contributions of the Limited Partner shall be returned upon the termination or dissolution of the Limited Partnership.

ARTICLE IX
DISTRIBUTIONS

The net profits, losses, deductions, and credits of the Limited Partnership for any year will be allocated ninety-nine percent (99%) to the Limited Partner and one percent (1%) to the General Partner. The Limited Partnership shall utilize a calendar year.

ARTICLE X
RIGHT TO CONTINUE BUSINESS

A substitute General Partner shall have the power to continue the business of the Limited Partnership upon the termination, dissolution, or lack of capacity of a General Partner.

ARTICLE XI
INDEMNIFICATION OF GENERAL PARTNER

The General Partner shall have the discretion to admit additional Limited Partners without the consent of the Limited Partner who is a signatory hereto.

ARTICLE XII
ASSIGNMENT BY LIMITED PARTNER

The Limited Partner shall not have the right to designate any person to which it has assigned all of part of its interest in the Limited Partnership as a substituted Limited Partner unless the General Partner consents thereto. Unless such consent is obtained, the assignee shall only have the right to share in the profits or losses of the Limited Partnership which the transferring Limited Partner has pursuant to this Agreement.

ARTICLE XIII
PRIORITIES OF LIMITED PARTNERS

The Limited Partner has no priority over any other Limited Partner as to the return of its capital contribution or as to an allocation of profit and losses or distributions of any kind.

ARTICLE XIV
RIGHT TO RECEIVE PROPERTY OTHER THAN CASH

The Limited Partner shall have no right to demand and receive property other than cash in return for his contribution.

Dated this 27 day of June, 1995.

Witnesses:

[Handwritten signatures of witnesses]

"GENERAL PARTNER"

BLOSSOM CORNERS MANAGEMENT,
INC., a Florida Corporation

BY: *[Signature]*
BEATRIZ M. CAPOTE, President

"LIMITED PARTNER"

SOUTH FLORIDA PARTNERS TRUST

BY: Grosvenor Trust Company
Limited as Trustee

BY: *[Signature]*
NAME: *Gordon Howard*
TITLE: *Senior Vice President*

BY: *[Signature]*
NAME: *Levey Hoffmann*
TITLE: *Vice President*

STATE OF FLORIDA)
COUNTY OF DADE) SS.

The foregoing instrument was acknowledged before me this 27 day of June, 1995, by BEATRIZ M. CAPOTE as President of BLOSSOM CORNERS MANAGEMENT, INC., a Florida corporation, General Partner of ORLANDO AFFORDABLE HOUSING INVESTORS, LTD., a Florida limited partnership. BEATRIZ M. CAPOTE is personally known to me.

My commission expires:

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
PRINT NAME: KRISTINE NAPOLES



FILED
JUN 28 1995
CLERK OF CIRCUIT COURT
STATE OF FLORIDA

FILED
RECEIVED
DIVISION OF CORPORATIONS
95 JUN 28 PM 2:25

CITY OF HAMILTON)
ISLANDS OF BERMUDA) SS.

The foregoing instrument was acknowledged before me this 23rd day of June, 1995, by Charles Howard and Leslie Wallbridge as Senior Vice President and Trust Officer, respectively, of GROSVENER TRUST COMPANY LIMITED as Trustees of SOUTH FLORIDA PARTNERS TRUST, who are personally known to me.

E. Morrison
NOTARY PUBLIC
PRINT NAME: ELWERT A. MORRISON

My commission expires:

ELWERT A. MORRISON, Notary Public
for and in the Islands of Bermuda.
My Commission is unlimited as to time.



1201 DAYS STREET

800-342-8086

MIAMI, FL 33101

904-222-0000

(305) 222-0000

A95000000974



ACCOUNT NO. : 0721000000032

REFERENCE : 607357 149395A

AUTHORIZATION

COST LIMIT : \$ 95.00

Patricia Pizich

\$52.50

FILED OF STATE
SECRETARY OF CORPORATIONS
DIVISION
95 SEP 20 PM 1:59

ORDER DATE : September 20, 1995

ORDER TIME : 10:05 AM

ORDER NO. : 607357

500001509865

CUSTOMER NO: 149395A

CUSTOMER: Beatriz M. Capote, Enq-149395A
Beatriz M. Capote, P.A.
17th Floor
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: ORLANDO AFFORDABLE HOUSING
INVESTORS, LTD.

RECEIVED
95 SEP 20 PM 1:07
STATE OF FLORIDA SECRETARY OF CORPORATIONS

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

9/20/95

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

BK

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
ORLANDO AFFORDABLE HOUSING INVESTORS, LTD.

FILED STATE'S
SECRETARY OF CORPORATIONS
95 SEP 20 PM 1:59

In accordance with Section 620.109 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certify as follows:

1. Name. The name of the Partnership is Orlando Affordable Housing Investors, Ltd.

2. Filing of Certificate. The Certificate was filed on or about June 28, 1995 with the Florida Secretary of State. The Document Number is A95000000974.

3. Amendment. The Certificate is hereby amended as follows:

a) The name of the Partnership shall be Orlando Asset Income Fund, Ltd.

b) The name and business address of the General Partner is Baron Capital XI, Inc., 28050 U.S. Highway 19, North, Suite 301, Clearwater, Florida 34621. Note: Blossom Corners Management, Inc. has changed its name to Baron Capital XI, Inc.

c) The principal address and the mailing address for the Partnership is 28050 U.S. Highway 19, North, Suite 301, Clearwater, Florida 34621.

4. The foregoing Certificate of Amendment was adopted by all of the members of the Partnership, and has been executed by the general partner. This Certificate of Amendment is effective September 20, 1995.

Dated this 19th day of September, 1995.

Witnesses:

GENERAL PARTNER:
BARON CAPITAL XI, INC., a
Florida corporation

BY:

BEATRIZ M. CAPOTE, President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of September, 1995, by BEATRIZ M. CAPOTE as President of BARON CAPITAL XI, INC., a Florida corporation, General Partner of ORLANDO ASSET INCOME FUND, LTD., a Florida limited partnership. BEATRIZ M. CAPOTE is personally known to me.

NOTARY PUBLIC, STATE OF FLORIDA

PRINT NAME: KRISTINE NAPOLES

My commission expires:

KRISTINE NAPOLES
My Commission CC408548
Expires Dec. 03, 1998



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
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 22 AM 10:37

1. Name of Limited Partnership:

1n. DOCUMENT #
A95000000974

ORLANDO AFFORDABLE HOUSING INVESTORS, LTD.
Orlando Asset Income Fund, Ltd.

Mailing Address:

C/O BEATRIZ M. CAPOTE
1101 BRICKELL AVE., 17TH FLOOR
MIAMI FL 33131

Principal Office Address:

C/O BEATRIZ M. CAPOTE
1101 BRICKELL AVE., 17TH FLOOR
MIAMI FL 33131

If above addresses are received in any way, use through the secretary's department and enter correct address on Back 2 and/or 2a.

3. Date of or Registered in Do Business in
FLORIDA
06/28/1995

3n. Date of Last Report

4. State or Country of Formation
FL

5n. Capital Contributions as Shown
on Record
\$99.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FID Number

65-0590765

Applied For 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 5n if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$417.50.
2) Supplemental Fee. \$138.75 (pursuant to section 607.19(1) F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$138.75) AND NO MORE THAN \$570.25 (\$417.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5n, 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

CAPOTE, BEATRIZ M
C/O BEATRIZ M. CAPOTE, P.A.
1101 BRICKELL AVE., 17TH FLOOR
MIAMI FL 33131

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
City, State & Zip
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.106(1) and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submit 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. Registrant/
Document Number

BLOSSOM CORNERS MANAGEMENT,

1101 BRICKELL AVE., 1

MIAMI FL 33131

P95000050466

700001677407
-01/03/96--01120--004
****19.25 ****191.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption status in Section 119.07(1)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(1)(b) 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 correct and that my signature shall have the same legal effect as if I made and signed it. I further certify that I am a General Partner of the limited partnership, receiver or trustee, and consent to execute this report as required by Chapter 21, Florida Statutes.

SIGNATURE

Gregory K. McGrath

Gregory K. McGrath

DATE

9/6/95

Telephone Number

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
TAL 722-001 FAX

800-342-8086



A95000000974

ACCOUNT NO. : 072100000032

REFERENCE : 089881 149395A

AUTHORIZATION

Patricia Pyzik

COST LIMIT : \$ 87.50

ORDER DATE : September 18, 1996

A 105.00

ORDER TIME : 10:54 AM

ORDER NO. : 089881

700001950577

CUSTOMER NO: 149395A

CUSTOMER: Ms. Kristine Napoles
Beatriz M. Capote, P.a.
17th Floor
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: ORLANDO ASSET INCOME FUND, LTD

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 18 PM 3:57

RECEIVED
96 SEP 18 PM 12:40
DIVISION OF CORPORATIONS

BK
9/18/96

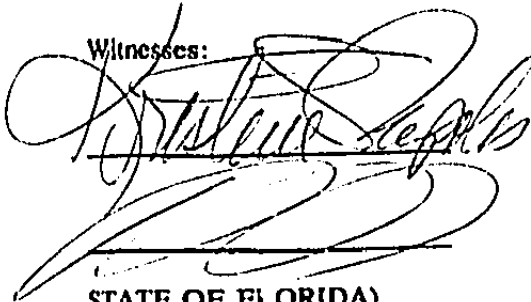
**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
ORLANDO ASSET INCOME FUND, LTD.**

In accordance with Section 620.109 of the Florida Statutes the undersigned, desiring to amend the Certificate of Limited Partnership (the "Certificate") and the Agreement of Limited Partnership for the above-named Florida limited partnership (the "Partnership"), hereby certify as follows:

1. Name. The name of the Partnership is Orlando Asset Income Fund, Ltd.
2. Filing of Certificate. The Certificate was filed on or about June 28, 1995 with the Florida Secretary of State. The Document Number is A95000000974.
3. Amendment. The Certificate is hereby amended as follows:
The name of the Partnership shall be Florida Income Growth Fund V, Ltd.
4. The foregoing Certificate of Amendment was adopted by all of the members of the Partnership, and has been executed by the general partner.

Dated this 28th day of November, 1995.

Witnesses:



STATE OF FLORIDA)
COUNTY OF DADE)

GENERAL PARTNER:

BARON CAPITAL XI, INC., a Florida corporation

BY:



GREGORY K. McGRATH, President

The foregoing instrument was acknowledged before me this 28th day of November, 1995, by GREGORY K. McGRATH as President of BARON CAPITAL XI, INC., a Florida corporation, General Partner of ORLANDO ASSET INCOME FUND, LTD., a Florida limited partnership. GREGORY K. McGRATH is personally known to me.


NOTARY PUBLIC, STATE OF FLORIDA
PRINT NAME: _____

My commission expires:



KRISTINE NAPOLES
My Commission CC408545
Expires Dec. 03, 1998

BMC\BARON\BLOSSOM\LMIPART.AGR\7

FILED
STATE
SECRETARY OF CORPORATIONS
96 SEP 18 PM 3:57