

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

A95000000976



ACCOUNT NO. : 072100000032

REFERENCE : 628793 6026A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : June 29, 1995

ORDER TIME : 9:50 AM

ORDER NO. : 628793

CUSTOMER NO: 6026A

CUSTOMER: Ms. Elizabeth Breeding
CONE PURCELL & FLANAGAN, P.A.

1 Enterprise Center
225 Water Street, Suite 1235
Jacksonville, FL 32202

200001530942
-07/06/95--01062--002
***1837.50 ***1837.50

file 2nd

RUSH WILL WAIT

DOMESTIC FILING

NAME: KISSAWAY PLANTATION,

G. TAX	
FILING	1750.00
R. AGENT FEE	25.00
COPY	62.50
TOTAL	1837.50
FEES	
BALANCE DUE	
REMARKS	

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

6/29/95
B/K

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 29 AM 11:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN 29 AM 11:35

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

OF

KISSAWAY PLANTATION, LTD.

FILED
SECRETARY OF STATE
JUN 29 11:55 AM '95
TALLAHASSEE, FLORIDA

The undersigned general partner files this Certificate of Limited Partnership KISSAWAY PLANTATION, LTD. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), in order to form a Florida limited partnership.

1. **NAME.** The name of the limited partnership is KISSAWAY PLANTATION, LTD.

2. **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE OFFICE AT WHICH THE RECORDS REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT IS:** Highway 19 North, Monticello, Florida 32245.

3. **REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE:**
Allan J. McCorkle, whose business address is Highway 19 North, Monticello, Florida 32245.

4. **NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:**

NAME

895000050786

ADDRESS

Kissaway Plantation, Inc.

Highway 19 North
Monticello, Florida 32245

5. **THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE:** December 31, 2034.

6. **CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNERS:** The limited partners will make initial capital contributions for their partnership interest of \$500,000 and it is anticipated that the limited partners may make additional capital contributions of up to \$4,500,000.

7. **AFFIRMATION.** Each general partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

7.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

7.3 If, after the execution of this certificate a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 27 of June, 1995.

KISSAWAY PLANTATION, INC.,
General Partner

By:

ALLAN J. McCORKLE
ALLAN J. McCORKLE, Its President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
1995 JUN 29 AM 11:35

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 620.105 Florida Statutes, the following is submitted:

KISSAWAY PLANTATION, LTD., desiring to organize or qualify under the laws of the State of Florida hereby designates **ALLAN J. McCORKLE** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Highway 19 North, Monticello, Florida 32245.

DATED this 27 day of June, 1995.

KISSAWAY PLANTATION, INC.


ALLAN J. McCORKLE, Its President

GENERAL PARTNER

Having been named as registered agent to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 27 day of June, 1995.


ALLAN J. McCORKLE

A9500000976

CONE, PURCELL & FLANAGAN, P.A.

SUITE 1235

ONE ENTERPRISE CENTER

225 WATER STREET

JACKSONVILLE, FLORIDA 32202-4427

FRED M. CONE, JR.
THOMAS K. PURCELL
TIMOTHY L. FLANAGAN
JONATHAN L. HAY
FRANK J. YONG
HARRIS L. BONNETTE, JR.
CLARENCE F. FRAZIER
OF COUNSEL

TELEPHONE
(904) 355-1235
TELECOPIER
(904) 354-1747

May 6, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

300001812739
-05/08/96--01023--001
****105.00 ****105.00

RE: Kissaway Plantation, Ltd.

Dear Sir or Madam:

Enclosed please find an original and one copy of Certificate of Amendment to Certificate of Limited Partnership of Kissaway Plantation, Ltd.

Please file the original of the Certificate of Amendment and certify and return the copy to me. Enclosed is a check in the amount of \$105.00 computed as follows:

Filing Fee	\$ 52.50
Certified Copy	<u>52.50</u>

TOTAL.... \$105.00

If you have any questions or require additional information, please contact me.

Very truly yours,

Timothy L. Flanagan
Timothy L. Flanagan

TLF/sae

Enclosures

c: Mr. Allan J. McCorkle
Thomas Vann, CPA

A9500000976

FILED
MAY - 7 PM 1:11
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF KISSAWAY PLANTATION, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, KISSAWAY PLANTATION, LTD., whose Certificate of Limited Partnership was originally filed with the Florida Department of State on June 29, 1995 (the "Partnership"), hereby adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

FIRST: MALLARD TRACE, INC., a Florida corporation, Document No.: P95000050795, has been admitted as a new General Partner, and paragraph 4 of the original Certificate of Limited Partnership is hereby amended to reflect the following General Partners of the Partnership:

Name

Address

Kissaway Plantation, Inc.

Highway 19 North
Monticello, Florida 32245

Mallard Trace, Inc.

Highway 19 North
Monticello, Florida 32245

SECOND: There are no other amendments to the Certificate of Limited Partnership.

THIRD: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

EXECUTED as of the 22 day of April, 1996.

KISSAWAY PLANTATION, INC.

BY: 

Allan J. McCorkle, Its President
General Partner

MALLARD TRACE, INC.

BY: 

Allan J. McCorkle, Its President
General Partner

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF KISSAWAY PLANTATION, LTD.**

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FIRST: MALLARD TRACE, INC., a Florida corporation, Document No.: P95000050795, has been admitted as a new General Partner, and paragraph 4 of the original Certificate of Limited Partnership is hereby amended to reflect the following General Partners of the Partnership:

Name

Address

Kissaway Plantation, Inc.

Highway 19 North
Monticello, Florida 32245

Mallard Trace, Inc.

Highway 19 North
Monticello, Florida 32245

FILED
95 MAY -7 PM 1:14
TALLAHASSEE-FLORIDA
SECRETARY OF STATE


SECOND: There are no other amendments to the Certificate of Limited Partnership.

THIRD: This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

EXECUTED as of the 22 day of April, 1996.


KISSAWAY PLANTATION, INC.

BY:


Allan J. McCorkle, Its President
General Partner

MALLARD TRACE, INC.

BY:


Allan J. McCorkle, Its President
General Partner

APPLICANT'S FORM
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE

A9500000976

SECRET
96 MAY -2 PM 2: 56

LIMITED PARTNERSHIP

DOCUMENT # A95000000976

Kissaway Plantation, Ltd.

4/12/96

1111111111 1111111111
1111111111 1111111111
1111111111 1111111111

DO NOT WRITE IN THIS SPACE

2. Mailing Address c/o Timothy L. Flanagan, Esq. 225 Water St., Ste. 1235 Jacksonville, FL 32202 Duval		3. Principal Office Address Highway 19 North Monticello, FL 32245 Jefferson		4. Date From To Registered To Do Business in Florida 6/29/95	
5. Telephone 59-3321805		6. CENTRIFUGAL OF STATUS DESIRED <input type="checkbox"/>		7. State or Country of Formation Florida	
8a. Capital Contributions as Stated \$5,000,000.00		FEES: (1) Filing Fee(s) Computable at a rate of \$7 per \$1,000 on amount entered in 8b with a minimum filing fee of \$52.50 and a maximum of \$437.50, for each year due this office beginning with 1997 calendar year. (2) Supplemental Fee(s) \$150.75 for each year due this office beginning with 1997 calendar year. (3) Penalty Fee(s) \$500 penalty fee for each year beyond term of continuance. (4) If the amount entered in 8b is greater than amount entered in 8a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.			
8b. Amount of Capital Contributions as Stated \$500,000					

9. Name and Address of Current Registered Agent Allan J. McCorkle Highway 19 North Monticello, FL 32245		10. If changed, new registered agent/office Name Allan J. McCorkle Street Address (If City, Box Number is Not Acceptable) 11657 Village Lane City, State and Zip Code Jacksonville FL 32223	
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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 the 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) Allan J. McCorkle DATE 4/12/96

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name of General Partner(s) Kissaway Plantation, Inc.	Address of Each General Partner (Do NOT Use Post Office Box Numbers) 11657 Village Lane	City, State and Zip Code Jacksonville, FL 32223	11b. Registration Document Number P95000050786
<p>PRIVILEGE - 500.00 AIR - 437.50 SUPP - 138.75 1,076.25</p> <p>REINSTATEMENT 1996</p> <p>BK</p>			

Note: General partner 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)(x), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(x) in the event that the information supplied is deemed exempt from public access. I further certify that the information and content of 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 referred to in this report as required by section 620.102, Florida Statutes.

SIGNATURE _____ Kissaway Plantation, Inc., by Allan J. McCorkle, Its President DATE 4/12/96
Typed or Printed Name of General Partner Signing Form Telephone Number _____

CR2E003 (4-95)