

# A95000001163

LAW OFFICES

COE AND BROBERG

PALM BEACH, FLORIDA 33480

CHARLES FRANCIS COE (1890-1956)  
GUSTAVE T. BROBERG, JR.  
PETER S. BROBERG

P. O. BOX 966  
223 PERUVIAN AVENUE  
TELEPHONE (407) 655-5166  
TELECOPIER (407) 655-0055

July 27, 1995

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

900001549869  
-08/01/95--01006--001  
\*\*\*157.50 \*\*\*157.50

Attention: Registration Section

Re: Castle Family Partners, Ltd.

Gentlemen:

Enclosed please find the following:

900001549869  
-08/01/95--01006--002  
\*\*\*1750.00 \*\*\*1750.00

1. Certificate of Limited Partnership of Castle Family Partners, Ltd. to which there is attached Affidavit Regarding Contributions to said Limited Partnership.

2. Acceptance of Appointment by Registered Agent shown on page 5 of the Certificate.

3. Check payable to your order in the amount of \$1,750.00 pursuant to Florida Statute 620.182.

Also, enclosed are three copies of the Certificate of Limited Partnership together with separate check payable to your order in the amount of \$157.50.

Please certify the enclosed copies and return all three certified copies to me at your earliest convenience at the following address:

Gustave T. Broberg, Jr., Esq.  
223 Peruvian Avenue  
Palm Beach, Florida 33480

Telephone: (407) 655-5166

If you have any questions in this regard, please call me at

Sincerely,

GTBjr/dp  
Enclosure  
gtr/enclos. Four/1/95

FILED  
1995 JUL 31 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Mailed  
only  
need  
2cc  
addt.  
1750.00  
32cc*

*8-1-95*

*Gustave T. Broberg, Jr.*

A95000001163

FILED  
1995 JUL 31 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF

CASTLE FAMILY PARTNERS, LTD.

The undersigned general partners do hereby sign and swear to this Certificate of Limited Partnership and pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) desire to form a limited partnership under the following terms and conditions.

ARTICLE I - NAME OF LIMITED PARTNERSHIP

The name of this limited partnership, hereinafter called the "limited partnership", shall be the "CASTLE FAMILY PARTNERS, LTD".

ARTICLE II - LOCATION OF PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal place of business of this limited partnership shall be 223 Peruvian Avenue, Palm Beach, Florida, 33480. The designated agent for service of process <sup>h</sup>all be G. T. Broberg, Jr., whose address is 223 Peruvian Avenue, Palm Beach, Florida 33480. The general partners of this limited partnership are (1) JAMES H. CASTLE, whose address is 800 Pequot Avenue, New London, Connecticut, 06320 and (2) ELIZABETH C. HALSEY, whose address is 7031 Turtle Creek Blvd., Dallas, Texas, 75205. The mailing address for the limited partnership shall be 223 Peruvian Avenue, Palm Beach, Florida 33480.

### ARTICLE III- TERM OF EXISTENCE

The limited partnership existence shall commence as of the date on which this Certificate of Limited Partnership is filed with the necessary filing fee with the Florida Department of State and shall dissolve on the earlier of (1) May 30, 2015 or (2) the earliest to occur of the following events:

- a. The retirement, death or disability of the general partner unless the general partner's total interest in the partnership is purchased by one or more limited partners and all of the remaining limited partners consent to the continuation of the partnership and the substitution of a new general partner or partners. Said consent to continue the limited partnership must be given in writing to all of the limited partners within ninety (90) days of the retirement, death or disability of the general partner;
- b. The bankruptcy of any general partner unless the business is continued by the consent of the remaining partners and said consent to continue the limited partnership must be given in writing to all of the limited partners within ninety (90) days of the petition in bankruptcy being filed in the Federal District Court by the bankrupt general partner;
- c. The written agreement of the general partners and all of the limited partners to dissolve the partnership;
- d. Subject to the other provisions of this ARTICLE IV, the

occurrence of any event which would dissolve the limited partnership under the laws of the State of Florida.

#### ARTICLE IV - INITIAL CONTRIBUTION OF PROPERTY

The initial capital contribution of cash and agreed fair market value of other property to the limited partnership by the general partner and limited partners shall be as provided on the affidavit filed with the Certificate of Limited Partnership.

#### ARTICLE V - RIGHT TO ADMIT ADDITIONAL LIMITED PARTNERS

The general partner may admit additional limited partners to the limited partnership, provided however, that the addition of a new limited partner shall only entitle said new limited partner to share in the limited partnership in the same percentage as his contribution bears to the total net worth of the limited partnership on the date he becomes a limited partner.

#### ARTICLE VI - RESTRICTION ON SALE OR TRANSFER OF PARTNERSHIP INTEREST

The general partner and the limited partners have executed on the same date that this Certificate of Limited Partnership is executed a Limited Partnership Agreement which imposes restrictions on a general partner or limited partner selling, assigning, pledging or transferring his interest in the limited partnership.

Subject to the restrictions contained in said limited partnership agreement, the limited partners shall have the right to sell their interest in the limited partnership.

IN WITNESS WHEREOF, the general partner have executed  
this document on this 31st day of May, 1995.

Witnesses:

[Signature]  
[Signature]

[Signature]  
JAMES H. CASTLE,  
GENERAL PARTNER

FILED  
MAY 31 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Florida  
COUNTY OF Palm Beach

On this 31st day of May, 1995,  
before me, the undersigned authority, personally appeared JAMES  
H. CASTLE, being a general partner of CASTLE FAMILY PARTNERS,  
LTD., who

(☒) is personally known to me or  
(☐) presented his driver's license number \_\_\_\_\_  
issued by the State of \_\_\_\_\_, as his personal  
identification

and who executed the foregoing Certificate of Limited  
Partnership, and sworn to and acknowledged that he subscribed the  
said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and  
State last aforesaid on the date aforesaid.



[Signature]  
Notary Public  
State of Florida

My Commission Expires:

Witnesses:

[Signature]  
[Signature]

[Signature]  
ELIZABETH C. HALSEY,  
GENERAL PARTNER

STATE OF TEXAS )  
COUNTY OF DALLAS )

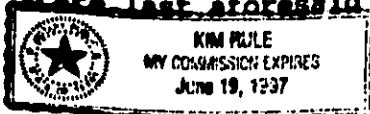
On this 2 day of June, 1995,  
before me, the undersigned authority, personally appeared  
ELIZABETH C. HALSEY, being a general partner of CASTLE FAMILY  
PARTNERS, LTD., who

(X) is personally known to me or

( ) presented her driver's license number \_\_\_\_\_  
issued by the State of \_\_\_\_\_, as her personal  
identification

and who executed the foregoing Certificate of Limited  
Partnership, and sworn to and acknowledged that she subscribed  
the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and  
state last aforesaid on the date aforesaid.



Kim Rule  
Notary Public  
State of Texas

My Commission Expires:

June 19, 1997

#### ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned does hereby accept his appointment as  
registered agent on whom process may be served within the State  
of Florida for the CASTLE FAMILY PARTNERS, LTD.

G. T. Broberg, Jr.  
G. T. Broberg, Jr.

FILED  
1995 JUL 31 PM 2:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT REGARDING CONTRIBUTIONS  
TO THE  
CASTLE FAMILY PARTNERS, LTD.

STATE OF FLORIDA            )  
                                  ) SS  
COUNTY OF PALM BEACH    )

Before the undersigned authority, personally appeared JAMES H. CASTLE and ELIZABETH C. HALSEY, in their capacity as general partners of the CASTLE FAMILY PARTNERS, LTD. being first duly sworn, depose and say under oath that the initial contribution of property and cash to the CASTLE FAMILY PARTNERS, LTD. by the general partners and the limited partners are as follows:

<u>GENERAL PARTNER</u>	<u>CONTRIBUTION</u>
JAMES H. CASTLE	\$ 100.00
ELIZABETH C. HALSEY	100.00

<u>LIMITED PARTNER CLASS A</u>	
IRVING CASTLE	8,720,000.00

<u>LIMITED PARTNER CLASS B</u>	
JAMES H. CASTLE and JONATHA Y. CASTLE, as TRUSTEES of the JAMES H. CASTLE IRREVOCABLE TRUST Dated June 2, 1995	100.00
ELIZABETH C. HALSEY and THOMAS S. HALSEY, as TRUSTEES of the ELIZABETH C. HALSEY IRREVOCABLE TRUST Dated June 2, 1995	100.00

Further, no additional contributions of cash or property shall be required of the general or limited partners.  
IN WITNESS WHEREOF, the general partners have executed this document on this 17<sup>th</sup> day of July, 1995.

Witnesses:

Perry D. Aguch

Lisa M. Gaudreau

[Signature]  
JAMES H. CASTLE,  
GENERAL PARTNER

FILED  
JUL 31 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Connecticut )  
COUNTY OF New London )

On this 17<sup>th</sup> day of July, 1995,  
before me, the undersigned authority, personally appeared JAMES  
H. CASTLE, being a general partner of CASTLE FAMILY PARTNERS,  
LTD., who

(X) is personally known to me or  
( ) presented his driver's license number \_\_\_\_\_  
issued by the State of \_\_\_\_\_, as his personal  
identification

and who executed the foregoing Certificate of Limited  
Partnership, and sworn to and acknowledged that he subscribed the  
said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and  
State last aforesaid on the date aforesaid.

[Signature]  
Notary Public  
State of \_\_\_\_\_

My Commission Expires:

Jan 31, 1999

Witnesses:

Patricia A. Caglio  
Patricia A. Caglio

Stacy C. Richmond  
Stacy C. Richmond

[Signature]  
ELIZABETH C. HALSEY,  
GENERAL PARTNER

STATE OF Connecticut )  
COUNTY OF Fairfield )

ss.: Stamford

On this 12<sup>th</sup> day of July, 1995,  
before me, the undersigned authority, personally appeared



ELIZABETH C. HALSEY, being a general partner of CASTLE FAMILY PARTNERS, LTD., who

( ) is personally known to me or

(☒) presented her driver's license number 15415557 issued by the State of Texas, as her personal identification

and who executed the foregoing Certificate of Limited Partnership, and sworn to and acknowledged that she subscribed the said instrument for the uses and purposes set forth therein.

Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.

*Patricia A. Ceglie*  
Notary Public  
State of Connecticut

My Commission Expires:

PATRICIA A. CEGLIO  
NOTARY PUBLIC  
COMMISSION EXPIRES MARCH 31, 1986

FILED  
MAY 31 PM 2 46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA