

A95000001332

BUECHNER, HAFFER, O'CONNELL, MEYERS & HEALEY Co., L.P.A.
ATTORNEYS AT LAW

ROBERT W. BUECHNER
GEORGE E. HAFFER
EDWARD M. O'CONNELL, JR.
ROBERT J. MEYERS
ROGER W. HEALEY
FRANCIS X. MAHONEY
STEPHEN B. HOFFER
MICHAEL A. HOBBS
EDWARD J. SPAETH

SUITE 1408
105 EAST FOURTH STREET
CINCINNATI, OHIO 45202-4057
(613) 570-1800
(613) 977-4361 FAX LINE

*ALSO ADMITTED IN KENTUCKY
*ALSO ADMITTED IN FLORIDA
*ALSO ADMITTED IN INDIANA
HILL M. TAXATION

August 29, 1995

500001579065
-09/07/95--01013--001
***1785.00 ***1785.00

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Joseph Stillpass Family Limited Partnership
EIN: 65-0595965

Dear Sir/Madam:

Enclosed please find an original Certificate of Limited Partnership for The Joseph Stillpass Limited Partnership along with an Affidavit of the General Partner in support thereof. Also, enclosed herewith is a check in the amount of \$1,785.00 in payment of the filing fee and the registered agent fee.

Please contact the undersigned if there are any difficulties with this filing.

Very truly yours,

BUECHNER, HAFFER, O'CONNELL,
MEYERS & HEALEY CO., L.P.A.

Robert W. Buechner
Robert W. Buechner

Name	KWM
Date	
For	KWM
RWB: vlp	
Encls:	
cc: Mr. Joseph Stillpass	
	KWM
	KWM

FILED
1995 SEP -6 PM 4:45
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

FOR

THE JOSEPH STILLPASS FAMILY LIMITED PARTNERSHIP

FILED

1995 SEP -6 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a limited partnership under the version of the Revised Uniform Limited Partnership Act in effect in the State of Florida on this 21st day of July, 1995 do hereby make and sign this Certificate.

(1) The name of the limited partnership shall be The Joseph Stillpass Family Limited Partnership.

(2) (a) The ^{principal} place of business of the limited partnership shall be 13282 Deauville Drive, Palm Beach Gardens, Florida 33410.

(b) The address of the office where records of the limited partnership shall be kept pursuant to Section 620.106 of the Florida Statutes shall be at 13282 Deauville Drive, Palm Beach Gardens, Florida 33410.

(c) The agent for service of process shall be Joseph Stillpass, 13282 Deauville Drive, Palm Beach Gardens, Florida 33410.

(3) (a) The name and business address of each general partner is as follows:

Joseph Stillpass
13282 Deauville Drive
Palm Beach Gardens, Florida 33410.

Andrew J. Stillpass
7700 Rock Hill
Cincinnati, Ohio 45243

(4) The limited partnership will be dissolved and its affairs wound up on December 31, 1995 or upon the earlier occurrence of any one of the following:

(a) The voluntary or involuntary bankruptcy, permitted retirement or resignation, expulsion, removal, legal disability or death of both general partners regardless of whether such act is in contravention of the Partnership Agreement, subject to the right of the limited partners to continue the partnership by appointment of a new general partner;

(b) The affirmative vote, at any meeting called for such purpose, of Partners holding ninety percent (90%) of the outstanding capital contribution to dissolve and wind up the affairs of the Partnership;

(c) The disposition of all or substantially all of the Partnership's assets; or

(d) The occurrence of an event which under the laws of the State of Florida causes the dissolution of a limited partnership.

IN WITNESS WHEREOF, the undersigned have executed this Certificate in duplicate, each of which shall be considered an original, on the day and year first above mentioned.

WITNESSES:

Arthur W. Buchanan
Elizabeth J. Stillpass
As to Joseph Stillpass

Arthur W. Buchanan
Elizabeth J. Stillpass
As to Andrew J. Stillpass

WITNESSES:

Arthur W. Buchanan
Elizabeth J. Stillpass
As to Joseph Stillpass

GENERAL PARTNERS:

Joseph Stillpass
Joseph Stillpass

Andrew J. Stillpass
Andrew J. Stillpass

LIMITED PARTNERS:

Joseph Stillpass
Joseph Stillpass

AFFIDAVIT of Capital Contributions

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

Joseph Stillpass, being first duly cautioned and sworn, states as follows:


1. I am a General Partner in the Joseph Stillpass Family Limited Partnership.

2. The amount of capital contributions made by the limited partners in the Joseph Stillpass Family Limited Partnership are as follows: Joseph Stillpass Limited Partner \$ 994,975.

3. There are no other limited partners in the Joseph Stillpass Family Limited Partnership.

4. I do not anticipate any additional capital contributions to the partnership in the future by any limited partners.

Further, affiant sayeth naught.



Joseph Stillpass

Sworn to and subscribed in my presence this 21 day of July, 1995.



Notary Public

Robert W. Buechner, Attorney at Law
Notary Public - State of Ohio
My Commission has no Expiration date
Section 147.03 R. C.

A95000001332

BUECHNER, HAFFER, O'CONNELL, MEYERS & HEALEY CO., L.P.A.

ATTORNEYS AT LAW

ROBERT W. BUECHNER
GLORIA B. HAFFER
EDWARD M. O'CONNELL, JR.
ROBERT J. MEYERS
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FRANCIS X. MARINELL
STEPHEN B. HOFFSIB
MICHAEL A. ROBERTS
EDWARD J. SPAETH II

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*ALSO ADMITTED IN KENTUCKY
*ALSO ADMITTED IN FLORIDA
*ALSO ADMITTED IN INDIANA
FILL M., TAXATION

September 28, 1995

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

400001602114
-10/06/95--01026--004
*****52.50 *****52.50

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Joseph Stillpass Family Limited Partnership
EIN: 65-0595965
Ref. No: A95000001332

Dear Sir/Madam:

Enclosed please find a Certificate of Amendment to the Certificate of Limited Partnership of The Joseph Stillpass Family Limited Partnership along with a check made payable to the Florida Department of State in the amount of \$52.50 in payment of the filing fee for the same.

Please contact the undersigned if there are any difficulties with this filing.

With best regards,

BUECHNER, HAFFER, O'CONNELL,
MEYERS & HEALEY CO., L.P.A.

Robert W. Buechner

Name	
Availability	A95000001332
Document	
Examiner	DCC
Editor	DCC
Editor	
Editor	RWB:vlp
Editor	Encls.
Editor	cc: Mr. Joseph Stillpass
Editor	
Editor	I:\WP_DOCS\EJS\VLP\OTH\FLORIDA.STL

95 DEC 2 2 40
FILED
RECEIVED

BUECHNER, HAFER, O'CONNELL, MEYERS & HEALEY Co., L.P.A.
ATTORNEYS AT LAW

ROBERT W. BUECHNER**
CLORIA B. HAFER**
EDWARD M. O'CONNELL, JR.*
ROBERT J. MEYERS
ROGER W. HEALEY
FRANCIS X. MAHNELL**
STEVEN B. HOFFGB
MICHAEL A. ROBERTS
EDWARD J. SPAETH**

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105 EAST FOURTH STREET
CINCINNATI, OHIO 45202-4057
(613) 870-1500
(613) 977-4361 FAX LINE

*ALSO ADMITTED IN KENTUCKY
*ALSO ADMITTED IN FLORIDA
*ALSO ADMITTED IN INDIANA
BILL M. TAXATION

September 11, 1995

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Joseph Stillpass Family Limited Partnership
EIN: 65-0595965

Dear Sir/Madam:

By letter dated August 29, 1995 an original Certificate of Limited Partnership for The Joseph Stillpass Family Limited Partnership was filed with your office along with an Affidavit of the General Partner in support thereof. Also enclosed therewith was a check in the amount of \$1,785.00 in payment of the filing fee and the registered agent fee.

The first page of the Certificate of Limited Partnership previously filed with your office contained a typographical error in item 4 thereof. The termination date of the limited partnership was incorrectly listed as December 31, 1995. It should have been indicated as December 31, 2025. A corrected copy of the Certificate of Limited Partnership is enclosed herewith. Please update your records to correctly reflect the partnership's termination date.

A95000001332

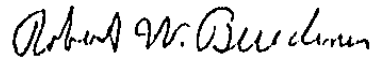
BUECHNER, HAFFER, O'CONNELL,
MEYERS & HEALEY CO., L.P.A.
ATTORNEYS AT LAW

Page -2-
September 11, 1995

Please contact the undersigned if there are any difficulties
with this filing.

Very truly yours,

BUECHNER, HAFFER, O'CONNELL,
MEYERS & HEALEY CO., L.P.A.



Robert W. Buechner

RWB:ejs
Encls.
cc: Mr. Joseph Stillpass



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1995

BUECHNER, HAFFER, O'CONNELL, MEYERS & HEALEY CO., L.P.A
ROBERT W. BUECHNER
STE. 1405, 105 EAST FOURTH STREET
CINCINNATI, OH 45202-4057

SUBJECT: THE JOSEPH STILLPASS FAMILY LIMITED PARTNERSHIP
Ref. Number: A95000001332

We have received your document for THE JOSEPH STILLPASS FAMILY LIMITED PARTNERSHIP, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$52.50.

Your document is being returned as requested.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 995A00042775



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 11, 1995

ROBERT W. BUECHNER
BUECHNER HAFFER O'CONNELL MEYERS & HEALE
105 EAST FOURTH STREET, SUITE 1405
CINCINNATI, OH 45202-4057

SUBJECT: THE JOSEPH STILLPASS FAMILY LIMITED PARTNERSHIP
Ref. Number: A95000001332

We have received your document for THE JOSEPH STILLPASS FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

The enclosed annual report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 895A00045940

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

The Joseph Stillpaus Family Limited Partnership

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on September 6, 1995, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Paragraph (4) is hereby amended in its entirety as it is set forth on the attached Exhibit "A", which is incorporated herein by reference. In all other respects, the Certificate of Limited Partnership executed July 21, 1995 is ratified and confirmed.

FILED
DEC 29 1995
STATE
FLORIDA

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

Joseph Stillpaus, General Partner

Signature(s) of new general partner(s), if applicable:

EXHIBIT "A"

- (4) The limited partnership will be dissolved and its affairs wound up on December 31, 2025 or upon the earlier occurrence of any of the following:

(a) The voluntary or involuntary bankruptcy, permitted retirement or resignation, expulsion, removal, legal disability or death of both general partners regardless of whether such act is in contravention of the Partnership Agreement, subject to the right of the limited partners to continue the partnership by appointment of a new general partner;

(b) The affirmative vote, at any meeting called for such purpose, of Partners holding ninety percent (90%) of the outstanding capital contribution to dissolve and wind up the affairs of the Partnership;

(c) The disposition of all or substantially all of the Partnerships' assets; or

(d) The occurrence of an event which under the laws of the State of Florida causes the dissolution of a limited partnership.

FILED
DEC 29 PM 2:40
CLERK OF DISTRICT COURT
STATE OF FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

A95000001332

FILED

95 DEC 29 PM 2:40

SECRET
TALLAHASSEE, FLORIDA

1. Name of Partnership
The Joseph Stillpass
Family Limited Partnership

1a. DOCUMENT #
A95000001332

2. New Mailing Address, if Applicable
Mailing Address
13282 Deauville Drive
Palm Beach Gardens, FL
33410

2. New Mailing Address, if Applicable
13282 Deauville Drive
Palm Beach Gardens, FL
33410

3. Date of Partnership Agreement (If Partnership is a Limited Partnership, the date of the partnership agreement, and of the latest address change, if any, shall be indicated.)

July 21, 1995

3a. Date of Last Report
N/A

4. State or County of Formation
Florida

5a. Capital Contributions as of Date
\$994,975.00

5b. Amount of Capital Contributions as of Date
\$994,975.00

6. Filing Fee
65-0595965

7. CERTIFICATE OF STATUS REQUIRED ☒
APPROPRIATE TO BE REQUIRED FOR A CERTIFICATE OF STATUS

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$437.50 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
If the amount entered in 5a is greater than amount entered in 5b, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
Note: MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

Joseph Stillpass
13282 Deauville Drive
Palm Beach Gardens, Florida 33410

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 620.1051 and 620.1072, 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 agent or office 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 620.1072, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

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

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. Registered Document Number
Joseph Stillpass	13282 Deauville Drive	Palm Beach Gardens, Florida 33410	
Andrew J. Stillpass	7700 Rock Hill	Cincinnati, Ohio 45243	

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

12. I, the undersigned, 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 if such corporation or other entity, in the event that the information is reported, is found to be false or misleading. I further certify that the information indicated on this filing is correct, true and accurate, and that my signature shall have the same legal effect as if I were a General Partner of the limited partnership, partnership, or trust, as indicated on this filing.

SIGNATURE

Joseph Stillpass

DATE

11-18-95

Telephone Number

407-624-3282

Type of Printed Name of General Partner Signing Form

C 25003 (6/95)

BUECHNER, HAFFER, O'CONNELL, MEYERS & HEALEY CO., L.P.A.
ATTORNEYS AT LAW

ROBERT W. BUECHNER
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TILL M. TAXATION

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Joseph Stillpass Family Limited
Partnership
EIN: 65-0595965

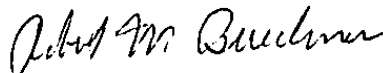
Dear Sir/Madam:

Enclosed please find a 1996 Limited Partnership Annual Report for The Joseph Stillpass Family Limited Partnership along with a check in the amount of \$585.00 for the filing fee plus the fee for a Certificate of Status. Also, enclosed herewith is a copy of a cover letter dated October 11, 1995 wherein you requested the filing of the Annual Report prior to the filing of an Amended Certificate of Limited Partnership.

If you have any questions concerning the enclosed documents, please call me at the above number.

Very truly yours,

BUECHNER, HAFFER, O'CONNELL,
MEYERS & HEALEY CO., L.P.A.


Robert W. Buechner

RWB:vlp
Encls.
cc: Mr. Joseph Stillpass

BUECHNER, HAFFER, O'CONNELL, MEYERS & HEALEY Co., L.P.A.
ATTORNEYS AT LAW

ROBERT W. BUECHNER
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TILL M. TAXATION

December 20, 1995

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Joseph Stillpass Family Limited
Partnership
EIN: 65-0595965
Your Ref. No. A95000001332

Dear Sir/Madam:

Enclosed please find a 1996 Limited Partnership Annual Report for The Joseph Stillpass Family Limited Partnership along with a check in the amount of \$585.00 for the filing fee plus the fee for a Certificate of Status. Also, enclosed herewith is a copy of a cover letter dated November 29, 1995, wherein you requested clarification regarding the reported contributions of the limited partners.

The contributions of the limited partners were originally reported as \$1,000,000.00. This amount incorrectly included general contributions. The correct amount is \$994,975.00, which has been included on the amended 1996 Annual Report.

Also, enclosed herewith is a copy of our prior correspondence regarding the initial filing.

BUECHNER, HAFFER, O'CONNELL,
MEYERS & HEALEY CO., L.P.A.
ATTORNEYS AT LAW

Page -2-
December 20, 1995

Please contact the undersigned if there are any difficulties
with this filing.

With best regards,

BUECHNER, HAFFER, O'CONNELL,
MEYERS & HEALEY CO., L.P.A.

Robert W. Buechner

Robert W. Buechner

RWB:vlp
Encls.