

# A95000001587

**Nathan S. Collier**  
Attorney at Law  
820 NW 22 Terrace  
Gainesville, Florida 32605  
904-375-2152

October 18, 1995

Division of Corporations  
POB 6327  
Tallahassee, FL 32314

Dear Sirs:

600001615276  
-10/19/95--01057--006  
\*\*\*1846.25 \*\*\*1846.25

Enclosed please find a Certificate of Limited Partnership and an Affidavit of Capital Contributions along with a check for as follows

\$1750 for \$250,000 capital contribution at \$7 per \$1000  
\$35 for Designation of the Registered Agent  
\$52.50 for a certified copy and  
\$6.75 for a certificate under seal  
\$1846.25 Total

Please send the acknowledgment to the above address via the enclosed FedEx envelope (Charge #164621898) You may contact me at the above phone number if you have any questions.

Sincerely,

  
Nathan S. Collier

FILED  
1995 OCT 19 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	10/23/95
Availability	DCC
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Tc  
\$250,000.00

A95000001587

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
The College Park Apartments of Gainesville Limited Partnership**

- 1) Name: **The College Park Apartments of Gainesville Limited Partnership**
- 2) Business address of Limited Partnership: **1620 W. University Ave #4, Gainesville Florida 32603**
- 3) Registered Agent shall be: **Nathan S. Collier of**
- 4) **1620 W. University Ave, #4 Gainesville, Florida 32603**

5) Acceptance of Designation of Registered Agent by Resident Agent

6) Mailing Address of Limited Partnership: **POB 13116 , Gainesville, Florida 32604**

7) The latest date upon which the Limited Partnership is to be dissolved is **November 1, 2045**

8) Name of General Partners:

**Paradigm Properties, Inc. POB 13116 , Gainesville, Florida 32604**

**1620 W. University Ave #4, Gainesville, FL 32603**

Signed this 18<sup>th</sup> day of October, 1995

Signature of all general partners:

**Nathan S. Collier for the Board of Directors  
of Paradigm Properties, Inc**

FILED  
1995 OCT 19 AM 10:30  
CLERK OF COURT  
JULIA A. HARRIS

## Affidavit of Capital Contributions

The undersigned constituting all the general partners of **The College Park Apartments of Gainesville Limited Partnership**, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is **\$250,000**. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$250,000.00**

Further the Affiant Sayeth Not.

Under penalties of perjury I declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

  
\_\_\_\_\_  
**Nathan S. Collier for Paradigm Properties, Inc.. as President**

This 18 day of October, 1995

### ACKNOWLEDGEMENT

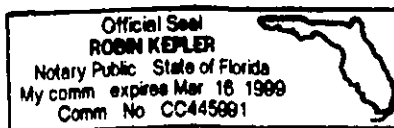
STATE OF FLORIDA  
COUNTY OF ALACHUA

I certify that on this day before me, \_\_\_\_\_, an officer duly authorized in the state and county aforementioned to take acknowledgments, personally appeared **Nathan S. Collier** who is known to me to be or have been proved to my satisfaction to be, the person described in and who executed the foregoing instrument as **Paradigm Properties, Inc.**, a corporation organized under the laws of Florida. He acknowledged before me that he executed the foregoing instrument as such officer in the name of and on behalf of said corporation and he also affixed thereto the official seal of said corporation.

  
\_\_\_\_\_  
Sign Name

  
\_\_\_\_\_  
Print Name

Notary Public, State of Florida. My Commission Expires:



FILED  
1995 OCT 19 AM 10:30  
TALLAHASSEE FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$600 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra Morrell  
Secretary of State  
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

1b. DOCUMENT #

A95000001587

THE COLLEGE PARK APARTMENTS OF GAINESVILLE  
LIMITED PARTNERSHIP

2. Name Mailing Address if Applicable

N/A

1620 WEST UNIVERSITY AVE, #4  
GAINESVILLE, FL 32603

(same as  
mailing address)

3. Date Report is Being Filed in  
FLORIDA

10/19/95

3a. Date of Last Report

N/A

4. State or Country of Partnership

FLORIDA

5a. Capital Contributions in U.S. Dollars

\$ 250,000

5b. Amount of Capital Contributions in  
FLORIDA Dollars

\$ 250,000

6. Filing Fee

✓ Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

8. FEES: 1. Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b or 5b, with a minimum filing fee of \$62.50 and a maximum of \$637.50.

2. Supplemental Fee: \$1.3875 (rounded to nearest \$0.01) and NO MORE THAN \$478.25 (\$437.50 + \$1.3875).

THE AMOUNT DUE SHALL BE NO LESS THAN \$101.46 (\$62.50 + \$1.3875) AND NO MORE THAN \$478.25 (\$437.50 + \$1.3875).

3. 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.

MAINE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

NATHAN S. COLLIER  
1620 WEST UNIVERSITY AVE, #4  
GAINESVILLE, FL 32603

10. If changed, new Registered Agent/Office

Name

N/A

Street Address (P.O. Box Number is Not Acceptable)

State Apt. #, etc.

City

FL

Zip Code

10b. Pursuant to the provisions of sections 620 (03) and 620 (19), Florida Statutes, the above-named limited partnership organized or reorganized 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) and hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620 (19), Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

N/A

DATE

N/A

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)

PARADIGM PROPERTIES INC

11a. Address of Each General Partner  
(Do NOT Use Post Office Box Numbers)

1620 WEST UNIVERSITY  
AVENUE, #4

11b. City, State & Zip Code

GAINESVILLE, FL 32603

11c. Registration  
(Enclosed? Partner)

P95000004526

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 submitted with this form is voluntarily furnished and does not qualify for the exemption stated in Section 119 (07)(3)(b) Florida Statutes. I reserve the right to  
Corporations from any liability of a partner or partner in the event that the information submitted is deemed exempt from public access. I further certify that the information submitted 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 herein or trustee  
empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

*[Signature]*

DATE

12/6/95

Typed or Printed Name of General Partner Signing Form

SHIRLEY HUI

Telephone Number

(904) 375 2152

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 222-8500  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-942-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

G. TAX \_\_\_\_\_  
 FILING \_\_\_\_\_ 52.50  
 R. AGENT FEE \_\_\_\_\_  
 C. COPY \_\_\_\_\_  
 TOTAL \_\_\_\_\_ 52.50  
 N. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 OFFUND \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN Will Pick Up 5/9 12:00

91500001587  
 Limited Partnership

	CC. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search	8000021764	
Driving Record	-05/13297-01052-888	
Document Retrieval	*****52.50 *****52.50	
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

AMENDMENT

**COLLEGE PARK APARTMENTS OF  
GAINESVILLE LIMITED PARTNERSHIP  
1620 W. UNIVERSITY AVE., SUITE 4  
GAINESVILLE, FL 32604  
352-375-2152**

May 6, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam:

The College Park Apartments of Gainesville Limited Partnership hereby amends its partnership certificate. The College Park Apartments of Gainesville Limited Partnership originally filed its partnership certificate on October 19, 1995.

The amendment is as follows: The Partnership deletes Paradigm Properties, Inc. from the list of General Partners, and adds College Park Apartments of Gainesville, Inc. The mailing address for the new General Partner is: 1620 W. University Ave., Suite 4, Gainesville, FL 32603.

Enclosed please find a check for \$52.50 to cover the cost of processing this change.

Sincerely,



Nathan S. Collier  
Incorporator and Registered Agent, College Park Apartments of Gainesville, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY -9 PM 1:02

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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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-05/28/97--01082--019  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

College Park Apartments  
of Gainesville Limited  
Partnership

G. TAX \_\_\_\_\_  
FILING 52.50  
R. AGENT FEE \_\_\_\_\_  
COPY \_\_\_\_\_  
TOTAL 52.50  
S. BANK \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
FEE/IND \_\_\_\_\_

5/23/97

Signature \_\_\_\_\_

Requested by: CBB

Name \_\_\_\_\_

Date 5/23

Time 9:42

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Name Reservation \_\_\_\_\_  
Merger File \_\_\_\_\_  
✓ Art. of Amend. File Ltd.  
RA Resignation \_\_\_\_\_  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 19 AM 10:40

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 23 AM 10:40  
RECEIVED  
97 MAY 23 AM 10:19

**AMENDMENT TO  
THE LIMITED PARTNERSHIP AGREEMENT  
OF THE COLLEGE PARK APARTMENTS OF GAINESVILLE LIMITED PARTNERSHIP**

FILED STATE  
SECRETARY OF CORPORATIONS  
91 MAY 23 AM 10:40

This Amendment is entered into as of the 21st day of May, 1997, by and among all of the Partners of The College Park Apartments of Gainesville Limited Partnership, a Florida limited partnership (the "Partnership") as an Amendment of the Limited Partnership Agreement dated as October 19, 1995 (the "Agreement").

WHEREAS, the Partnership has entered, or is about to enter, into a first mortgage loan (the "NMCC Loan") with NationsBanc Mortgage Capital Corporation ("NMCC") and NMCC has required certain modifications to the Agreement;

NOW, THEREFORE, in consideration of the NMCC loan, the partners hereby modify and amend the Agreement to add a new Article XI as follows:

**ARTICLE XI  
NATIONSBANC MORTGAGE CAPITAL CORPORATION LOAN**

11.1 **Limited Purpose.** The purpose of this Partnership shall be limited solely to owning and operating the Property (College Park Apartments).

11.2 **Prohibited Actions.** Until such time as that certain loan to the Partnership in the original principal amount of approximately \$13,400,000 (the "NMCC Loan") is satisfied by payment in full, foreclosure, or otherwise (collectively the "Loan Termination"), the Partnership shall not engage in the following actions:

(a) an election by the Partnership to commence any type of Bankruptcy proceeding or Bankruptcy petition whereby the Partnership seeks to obtain the benefits and relief afforded by Bankruptcy laws;

(b) the dissolution or liquidation of the Partnership;

(c) the consolidation or merger of the Partnership with another entity without the prior written consent of NMCC;

(d) the sale of all or substantially all the assets of the Partnership in one or more transactions which do not result in the satisfaction of the NMCC Loan or the assumption of the NMCC Loan with the consent of NMCC;

(e) the engagement in any business which is not directly or indirectly related to the Partnership Property, including acquiring any property, or any interest in property, other than the Partnership Property.

11.3 **Subordination.** Any indemnification of the Partnership's partners shall be fully subordinated to any obligations respecting the Partnership Property (including, without limitation, the lien of the deed of trust securing the NMCC Loan) and such indemnification shall not constitute a claim against the Partnership in the event that cash flow in excess of amounts necessary to pay holders of such obligations is insufficient to pay such obligations.

11.4 **Separate Covenants.** Until the Loan Termination, and notwithstanding any provision in the Agreement or as may be permitted under the Act, the Partnership hereby covenants:

(a) to maintain books and records and bank accounts separate from any other person or entity;

(b) not to co-mingle assets or funds with those of any other person or entity;



- FILED  
SECRETARY OF COMMERCE  
91 MAY 23 4 10 PM '90
- (c) to conduct its own business in its own name;
  - (d) to maintain its assets in such a manner that it not costly or difficult to segregate, identify, or ascertain such assets;
  - (e) to prepare separate tax returns and financial statements, or if part of a consolidated group, to be shown as a separate member of such group;
  - (f) to pay its own liabilities out of its own funds;
  - (g) to observe all partnership formalities;
  - (h) to transact all business with Affiliates on an arm's length basis and pursuant to enforceable agreements;
  - (i) to pay the salaries of its own employees;
  - (j) not to guarantee or become obligated for the debts of any other person or entity or hold out its credit as being available to satisfy the obligations of others or pay the debts or obligations of any other person or entity;
  - (k) to allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
  - (l) to use separate stationery and invoices;
  - (m) not to pledge its assets for the benefit of any other person or entity;
  - (n) to hold itself out to creditors and the public as a legal entity separate and distinct from any other person or entity

11.5 No Other Indebtedness. Until the Loan Termination, and notwithstanding any provision in the Agreement to the contrary, the Partnership hereby covenants that it shall not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation) other than the NMCC Loan and unsecured trade payables or unsecured accrued expenses incurred in the ordinary course of the Partnership's business and such other indebtedness as may be permitted by the loan documents evidencing the NMCC Loan.

11.6 Dissolution. Until the NMCC Loan is satisfied by payment in full, foreclosure, or otherwise, and notwithstanding any provision in the Agreement to the contrary, and to the extent permitted by applicable law, the Partnership shall not terminate or dissolve solely as a consequence of the bankruptcy or insolvency of one or more of the general partners of the Partnership but the Partnership shall continue so long as there remains a solvent general partner of the Partnership. Subject to applicable law, dissolution of the Partnership shall not occur so long as the Partnership remains the owner of the Partnership Property subject to the lien of the deed of trust securing the NMCC Loan.

11.7 Termination. Upon the Loan Termination, this article XI shall be eliminated in its entirety from the agreement.

IN WITNESS WHEREOF, the Partners have executed this Amendment under seal as of the date first above written.

Signed, sealed and delivered  
in our presence as witnesses:

Frederick Eric Fickinger

Mary June Vance  
Mary June Vance

Frederick Eric Fickinger

Mary June Vance  
Mary June Vance

By: [Signature]

COLLEGE PARK APARTMENTS OF  
GAINESVILLE, INC.  
General Partner  
Nathan S. Collier, President  
1620 W. University Ave., #4  
Gainesville, Florida 32603

By: [Signature]

NATHAN S. COLLIER  
Limited Partner  
P.O. Box 13116  
Gainesville, Florida 32604

FILED STATE  
SECRETARY OF CORPORATIONS  
MAY 23 AM 10:40