

A95000001631

BURGESS, HARRELL, MANCUSO & OLSON, P.A.

Attorneys at Law

James H. Burgess, Jr.
Board certified civil trial lawyer

Donald J. Harrell
Also admitted in Pennsylvania

R. Lynette Mancuso
Board certified real estate lawyer
Certified circuit & family court mediator

Paul E. Olson
Board certified real estate lawyer

John A. Colton

October 25, 1995

OVERNIGHT MAIL

Bureau of Corporations
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

100001621841
-10/27/95--01001--030
*****87.50 *****87.50

Re: Filing of Certificate of Limited Partnership
BAY HARBOUR CLUB OF SARASOTA, LTD.

Dear Sir or Madame:

Enclosed please find two originals of the Certificate of Limited Partnership accompanied by an Affidavit of Limited Partner Capital Contributions and a Notice of Registered Office and Registered Agent/Acceptance of Obligations of Registered Agent for the above-referenced limited partnership, and a check in the total amount of the following:

Certificate Filing Fee	\$52.50
Agent Designation Filing Fee	35.00
	<u>\$87.50</u>

Please file an original and return a duplicate original endorsed as filed and a certified copy to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,

Donald J. Harrell
Donald J. Harrell
For the Firm

Name	10/26/95
File No.	dec
Encs.	
cc:	client
Under	
Under	
Ver	
Adm	
W. P. Verlyer	dec

A95000001631

TC
\$1,000.00

0/2/. 0/2

2033 Main Street • Suite 300 • Sarasota, Florida 34237

Tel. 941-366-3700 Fax. 941-366-0189

**BAY HARBOUR CLUB OF SARASOTA, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP**

THE UNDERSIGNED, constituting the sole general partner of the limited partnership desired to be formed hereby, pursuant to the Florida Revised Uniform Limited Partnership Act, certifies as follows:

1. Name. The name of the limited partnership shall be BAY HARBOUR CLUB OF SARASOTA, LTD.

2. Office Address. The office address shall be 1543 SECOND STREET, SARASOTA, FLORIDA 34236, with a mailing address which is the same.

3. Registered Agent. The registered agent for service of process and other statutory purposes shall be DONALD J. HARRELL, with an address at 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237.

4. General Partner(s). The name and business address of each general partner is as follows:

<u>Name</u>	<u>Business Address</u>
L78572 BAY HARBOUR PROVIDERS, INC. A Florida Corporation	1543 SECOND STREET SARASOTA, FLORIDA 34236

5. Commencement and Dissolution Date. The existence of the limited partnership shall commence upon the filing hereof. The latest date upon which the limited partnership is to dissolve is December 31, 2035.

IN WITNESS WHEREOF, the undersigned, constituting the sole general partner hereof, hereby executes this instrument thereby affirming under penalties of perjury that the facts stated herein are true this 25th day of October, 1995.

SOLE GENERAL PARTNER:

By Donald J. Harrell
Donald J. Harrell
Attorney In Fact For
BAY HARBOUR PROVIDERS, INC.
A Florida Corporation

FILED
1995 OCT 26 AM 11:00
TALLAHASSEE
SECRET

BAY HARBOUR CLUB OF SARASOTA, LTD.
AFFIDAVIT OF LIMITED PARTNER CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF SARASOTA

THE UNDERSIGNED, upon being duly sworn, deposes, says and affirms as follows:

1. Identity of General Partner. The undersigned is, or is an authorized agent as indicated below of, a general partner as identified below, which constitutes the sole general partner of the above referenced Florida limited partnership.

2. Authority. The undersigned is duly authorized to file this affidavit as, or on behalf of, a general partner as identified below, and on behalf of the limited partnership.

3. Limited Partner Capital Contributions. The total amount of the capital contributions of the limited partners to date is Ten Dollars (\$10.00), and the total amount anticipated to be contributed by the limited partners, including the foregoing amount, is One Thousand Dollars (\$1,000.00).

IN WITNESS WHEREOF, this instrument is executed, thereby affirming under penalties of perjury that the facts stated herein are true, this 25th day of October, 1995.

AFFIANT:

Donald J. Harrell
Donald J. Harrell
Attorney In Fact For
BAY HARBOUR PROVIDERS, INC.
A Florida Corporation

SUBSCRIBED AND SWORN TO before me by
Donald J. Harrell
as attorney in fact for (title/relationship) and on behalf of
Bay Harbour Providers, Inc. (name of entity),
a Florida corporation (State and type of entity),
who personally appeared before me at the time of notarization and
is personally known to me or produced satisfactory evidence of
identification in the form of _____
(e.g. witness sworn statement, identification card, driver's
license, or passport), and who did take an oath, this 25th day of
October, 1995.

(Signature)

(Name Printed, Typed or Stamped)
(SEAL)

Name
Notary Public - State of
Commission Expiration Date
Commission No. (if any)

BAY HARBOUR CLUB OF SARASOTA, LTD.
NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

BAY HARBOUR CLUB OF SARASOTA, LTD., a Florida limited partnership, does hereby give the following notice pursuant to the Florida Revised Uniform Limited Partnership Act.

1. Registered Office. The limited partnership's registered office address shall be 1543 SECOND STREET, SARASOTA, FLORIDA 34236.

2. Registered Agent. The limited partnership's registered agent for service of process and other statutory purposes shall be DONALD J. HARRELL, with an address at 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237.

IN WITNESS WHEREOF, the undersigned, has executed this instrument this 25th day of October, 1995.

FILED
1995 OCT 26 AM 11:05
SEC. 7
TALLAHASSEE
BAY HARBOUR CLUB OF SARASOTA, LTD.
By: BAY HARBOUR PROVIDERS, INC.
A Florida Corporation
Sole General Partner
By: Donald J. Harrell
Donald J. Harrell
Attorney In Fact For
BAY HARBOUR PROVIDERS, INC.
A Florida Corporation

ACCEPTANCE OF OBLIGATIONS OF REGISTERED AGENT

The undersigned, having been appointed by BAY HARBOUR CLUB OF SARASOTA, LTD., a Florida limited partnership, to act as registered agent for service of process and other statutory purposes at 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237, hereby accepts such obligations as registered agent as provided by law and files this notice of acceptance pursuant to the Florida Revised Uniform Limited Partnership Act.

IN WITNESS WHEREOF, the undersigned, has executed this instrument this 25th day of October, 1995.

REGISTERED AGENT:

Donald J. Harrell
DONALD J. HARRELL

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

Sandra L. Nathan

Secretary of State

DIVISION OF CORPORATIONS

FILED

96 JAN 24 AM 8:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #

A95000001631

BAY HARBOUR CLUB OF SARASOTA, LTD.

Mailing Address

Principal Office Address

1543 Second Street
Sarasota, FL 34236

1543 Second Street
Sarasota, FL 34236

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

70000183875
-01/26/96--01026--001

2a. New Principal Office Address, If Applicable

****191.25 ****191.25

Suite, Apt. #, etc.

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA

10-26-1995

3a. Date of Last Report

n/a

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record

\$1,000.00
~~\$10.00~~

5b. Amount of Capital Contributions in
FLORIDA to date

\$10.00

6. FEI Number

X Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$4.75 Additional Fee required
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b 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 \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, 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

Donald J. Harrell
2033 Main Street
Suite 300
Sarasota, FL 34237

10. If changed, new Registered Agent/Office

Name

N/A

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

Suite, Apt. #, etc.

City

FL

Zip Code

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 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 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

N/A

DATE

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. Registration/
Document Number

Bay Harbour Providers, Inc.

1543 Second Street

Sarasota, FL 34236

A95000001631

AR - \$52.50
SF - \$138.75

1-25-96a

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 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 of non-compliance with Section 119.07(3)(k) 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 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, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Charles E. Githler III

DATE

1/23/96

Typed or Printed Name of General Partner Signing Form Charles E. Githler III, Pres.-Genl Ptnr Telephone Number (941) 954-4041

CR2E003 (6/95)

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BURGESS, HARRELL, MANCUSO & OLSON, P.A.
Attorneys at Law

James H. Burgess, Jr.
Board certified civil trial lawyer

Donald J. Harrell
Also admitted in Pennsylvania

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Board certified real estate lawyer
Certified circuit & family court mediator

Paul E. Olson
Board certified real estate lawyer

John A. Colton

Corporate Records Bureau
Limited Partnership Section
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Filing of Amended and Restated
Certificate of Limited Partnership
BAY HARBOUR CLUB OF SARASOTA, LTD.

90000163309
-05/15/98 01:21--016
*****52.50
FILED
MAY 15 AM 9:35
CLERK OF SUPERIOR COURT
SARASOTA, FLORIDA
A95-

Dear Sir or Madame:

Enclosed please find an originals and one copy of the Amended and Restated Certificate of Limited Partnership for the above-referenced limited partnership, and a check in the total amount of the following:

Certificate Filing Fee

\$52.50

CM

Please file the original and return the copy endorsed as filed and evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Very truly yours,

Donald J. Harrell
Donald J. Harrell
For the Firm

**BAY HARBOUR CLUB OF SARASOTA, LTD.
AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP**

THE UNDERSIGNED, constituting the sole general partner of the limited partnership desiring to amend and restate its certificate hereby, which is being filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, certifies as follows:

1. Name. The present name of the limited partnership is BAY HARBOUR CLUB OF SARASOTA, LTD., which name has never been changed.

2. Filing Date; Effective Date. The date of filing the original certificate of limited partnership was October 26, 1995. The future effective date of this instrument shall be upon the filing hereof.

3. Office and Mailing Address. The office address is 1543 SECOND STREET, SARASOTA, FLORIDA 34236, with a mailing address which is the same as the office address.

4. Registered Agent. The registered agent for service of process and other statutory purposes is DONALD J. HARRELL, with an address at 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237.

5. General Partners. The name and business address of the sole general partner is as follows: GITHLER DEVELOPMENT, INC., 1543 SECOND STREET, SARASOTA, FLORIDA 34236. The other original sole general partner has withdrawn as general partner, and the remaining partners have duly elected to continue the business of the limited partnership.

6. Commencement and Dissolution Date. The existence of the limited partnership commenced upon the original filing hereof. The latest date upon which the limited partnership is to dissolve is DECEMBER 31, 2040.

7. Amendment and Restatement. This restated certificate further amends, restates and supersedes the limited partnership's certificate in its entirety.

IN WITNESS WHEREOF, the undersigned, constituting the sole general partner hereof, hereby duly executes this instrument thereby affirming under penalties of perjury that the facts stated herein are true this 13th day of May, 1996.

SOLE GENERAL PARTNER:

By Charles E. Githler III
Charles E. Githler III
As President
GITHLER DEVELOPMENT, INC.
A Florida Corporation