

1204 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9071

800-342-8086

A95000001653



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 721488 4656A

AUTHORIZATION

Patricia Pijut

COST LIMIT : \$ 52.50

ORDER DATE : October 31, 1995

\$ 105.00

ORDER TIME : 1:42 PM

ORDER NO. : 721488

CUSTOMER NO: 4656A

300001626143

CUSTOMER: Esther J. Forbes, Legal Asst  
Greenberg Traurig Hoffman  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: FLORIDA SHELF PROJECT # 3  
LIMITED PARTNERSHIP

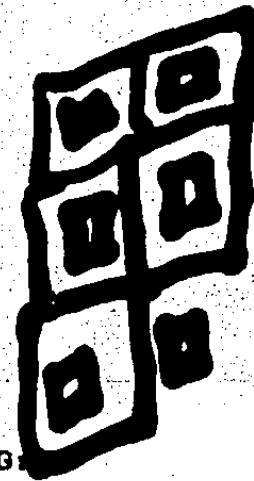
XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV - 1 AM 9:55

11/1/95  
PK

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP**

FILED STATES  
SECRETARY OF CORPORATIONS  
NOV - 1 AM 9:55

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole general partner of **FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP**, does hereby duly execute and file with the Florida Secretary of State this Certificate of Amendment to Certificate of Limited Partnership.

1. The name of the limited partnership is **FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP**.

2. The date of filing of the original Certificate of Limited Partnership was **October 31, 1995**.

3. This Certificate of Amendment to the Certificate of Limited Partnership is being filed to reflect a change in the name of the Limited Partnership to:

**LEE'S CROSSING-DELRAY BEACH LIMITED PARTNERSHIP**

and to reflect a name change of the sole general partner from **FLORIDA SHELF GP #3, L.C.** to:

**LEE'S CROSSING-DELRAY BEACH GP, L.C.**  
7380 Sand Lake Road, Suite 560  
Orlando, Florida 32819

4. Except as hereby amended, the Certificate of Limited Partnership shall remain the same.

IN WITNESS WHEREOF, the sole general partner has executed this Certificate of Amendment to Certificate of Limited Partnership on the 31st day of October, 1995.

**SOLE GENERAL PARTNER:**

**LEE'S CROSSING-DELRAY BEACH GP, L.C.,**  
a Florida limited liability company,  
general partner

By: **HEARTHSTONE ADVISORS, INC., a**  
California corporation, Managing  
Member

  
\_\_\_\_\_  
**JAMES Z. FUGASH, President**

FILED STATE'S  
SECRETARY OF CORPORATIONS  
DIVISION - 1 AM 9:55  
95 NOV - 1

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

RECEIVED



**networks**

PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

**A95000001653**

ACCOUNT NO. : 072100000032

REFERENCE : 721488 4656A

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 87.55

**FILE - LAST**

ORDER DATE : October 31, 1995 *148.75*

ORDER TIME : 2:23 PM

ORDER NO. : 721488

600001624536

CUSTOMER NO: 4656A

CUSTOMER: Esther J. Forbes, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: FLORIDA SHELF PROJECT # 3  
LIMITED PARTNERSHIP

ARTICLES OF INCORPORATION  
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☒ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*10/31/95*

*BK*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 31 AM 9:44

95 OCT 31 AM 9:16

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership:

1. The name of the limited partnership is **FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP**
2. The business address and the mailing address of the limited partnership is: c/o Ron Fenn, 7380 Sand Lake Road, Suite 560, Orlando, Florida 32819.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

**Corporation Service Company**

4. The Florida street address for the registered agent is:

**1201 Hays Street  
Tallahassee, FL 32301**

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of **FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP**, at the place designated in this Certificate of Limited Partnership of **FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

**CORPORATION SERVICE COMPANY,  
Registered Agent**

By: *Kenneth E. Lutz*

Its: AGENT

Dated: October \_\_, 1995.

6. The name and business address of the general partner is as follows:

FLORIDA SHELF GP #3, L.C.  
7380 Sand Lake Road, Suite 560  
Orlando, FL 32819

L95000000837

7. The latest date upon which the limited partnership is to dissolve is December, 2045.

IN WITNESS WHEREOF, the undersigned, being the sole General Partner, has executed the foregoing Certificate of Limited Partnership on the 31<sup>st</sup> day of October, 1995 in accordance with §620.114 of the Florida Statutes.

FLORIDA SHELF GP #3, L.C., a Florida limited liability company, General Partner

By: HEARTHSTONE ADVISORS, INC., a  
California corporation, Managing Member

  
JAMES Z. PUGASH, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 31 AM 9:45

### AFFIDAVIT

THE UNDERSIGNED, constituting the sole General Partner of FLORIDA SHELF PROJECT #3 LIMITED PARTNERSHIP, a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**FLORIDA SHELF GP #3, L.C.,**  
a Florida limited liability company,  
General Partner

By: **HEARTHSTONE ADVISORS, INC., a**  
California corporation, Managing Member

  
**JAMES Z. PUGASH, President**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT 31 AM 9:45

FILE ON OR BEFORE DECEMBER 31, 1995  
WILL BE SUBJECT TO REVOCATION

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



Office of the Secretary of State  
Sandra Mo  
Secretary of State  
DIVISION OF CORPORATIONS

1. Name of Limited Partnership  
**LEE'S CROSSING-DELRAY  
BEACH LIMITED PARTNERSHIP**

1a. DOCUMENT #  
**A95-000001653**

Mailing Address

c/o Mark Porath  
16830 Ventura Blvd., #352  
Encino, CA 91436

Principal Office Address

c/o Ron Fenn  
7380 Sand Lake Road, #560  
Orlando, FL 32819

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in  
FLORIDA

3a. Date of Last Report  
N/A

4. State or Country of Formation  
Florida

5a. Capital Contributions as Shown  
on Record

\$100.00

5b. Amount of Capital Contributions in  
FLORIDA to date

913,428.22

6. FEI Number

95-4550965

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED ☐

\$576.25

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

c/o Ron Fenn  
7380 Sand Lake Road, Suite 560  
Orlando, FL 32819

10. If changed, new Registered Agent/Office

Name

000001684707

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

01/10/96--01092--007

Suite, Apt. #, etc

\*\*\*576.25 \*\*\*576.25

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, 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 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

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)

LEE'S CROSSING-DELRAY  
BEACH LIMITED LIABILITY  
CORPORATION

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

7380 Sand Lake Road

11b. City, State & Zip Code

Orlando, FL 32819

11c. Registration/  
Document Number

L95-00000083

FILED  
96 JAN -3 PM 5:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**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)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) 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 effect 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 See attached signature block

DATE 12/29/95

Telephone Number 818/385-0005

Typed or Printed Name of General Partner Signing Form



Lee's Crossing-Delray Beach Limited Partnership,  
a Florida limited partnership

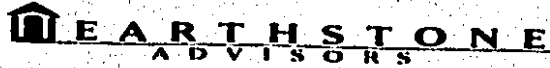
By: Lee's Crossing-Delray Beach GP, L.C.,  
a Florida limited liability company  
General Partner

By: Hearthstone Advisors, Inc.  
a California corporation  
Manager

By:   
Richard O. Werner  
Chief Executive Officer

FILED  
96 JAN -3 PM 5:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A95000001653



16830 VENTURA BOULEVARD, SUITE 352  
ENCINO, CALIFORNIA 91436

600001678346  
-01/04/96--01060--001  
\*\*\*1750.00 \*\*\*1750.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JAN -3 AM 11:00

FILED

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

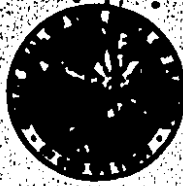
NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	Supplemental affidavit
Resignation of R.A., Officer/Director	increasing to
Change of Registered Agent	\$913,428.22
Dissolution/Withdrawal	
Merger	

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

A95000001653



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A  
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of Lee's Crossing - Delray Beach Limited Partnership

Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,  
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 913,428.22

This 28 day of December, 1995

**FURTHER AFFIANT SAYETH NOT.**

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to  
the best of my knowledge and belief.*

General Partner(s)

Please see attached signature block

**FEES:**

\$7 per \$1,000 based on the additional contributions  
(Minimum \$52.50 - Maximum \$1,750.00)

Increase from \$100 in capital to  
913,428.22 Fee: \$1,750.00

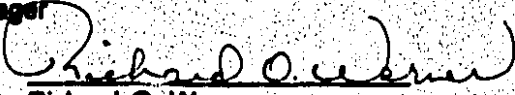
INHSE20(3/95)

FILED  
96 JAN -3 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Lee's Crossing-Delray Beach Limited Partnership,  
a Florida limited partnership**

**By: Lee's Crossing-Delray Beach GP, L.C.,  
a Florida limited liability company  
General Partner**

**By: Hearthstone Advisors, Inc.  
a California corporation  
Manager**

**By:   
Richard O. Werner  
Chief Executive Officer**

# A95000001653

1/13/97  
NUM: A95000001653 ST: FL ACTIVE/FL LP  
LAST: CONTRIBUTION CHANGE  
ACT CONT: 913,428.22  
NAME : LEE'S CROSSING-DELRAY BEACH LIMITED PARTNERSHIP  
NH: 1  
PRINCIPAL: C/O RON FENN  
ADDRESS 7380 SAND LAKE ROAD, SUITE 560  
ORLANDO, FL 32819  
MAILING : C/O MARK PORATH  
ADDRESS 16830 VENTURA BLVD., #352  
ENCINO, CA 91436  
RA NAME : CORPORATION SERVICE COMPANY  
RA ADDR : 1201 HAYS STREET  
TALLAHASSEE, FL 32301 US  
ANN REP :

## CORPORATE DETAIL RECORD SCREEN

FLD: 10/31/1995  
FLD: 01/03/1996

10:10 AM

300002061933--1  
-01/17/97--01061--021  
CHANGED: 201/03/96.24

(1996) I 01/03/96

1. MENU, 3. PARTNERS, 4. EVENTS, 6. NAMES

ENTER SELECTION AND CR:

Name	
Availability	
Document	
Examiner	DOC
Printer	DOC
Enter	
Verifier	
Acknowledgement	DOC
W. P. Verifier	DOC

increasing to  
\$985,176.78

C. TAX  
F. 502.24  
B. AGENCY FEE  
C. COPY  
D. BALANCE  
N. BANK  
BALANCE DUE  
REFUND

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN -9 AM 11:14



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A  
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of Lee's Crossing - Delroy Beach  
Limited, a

Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,  
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 985,176.78.

This 19 day of December, 19 96.

**FURTHER AFFIANT SAYETH NOT.**

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true,  
the best of my knowledge and belief.*

General Partner(s)

Please see attached signature block

\_\_\_\_\_  
\_\_\_\_\_

**FEES:**

\$7 per \$1,000 based on the additional contributions  
(Minimum \$52.50 - Maximum \$1,750.00)

Increase from \$913,428.22 to capital to  
\$ 985,176.78. Fee: \$ 502.24

INHSE20(3/95)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

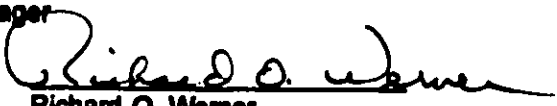
97 JAN -9 AM 11:14

Supplemental Affidavit of Capital  
Contributions for a Florida Limited  
Partnership

Lee's Crossing-Delray Beach Limited Partnership,  
a Florida limited partnership

By: Lee's Crossing-Delray Beach GP, L.C.,  
a Florida limited liability company  
General Partner

By: Hearthstone Advisors, Inc.  
a California corporation  
Manager

By:   
Richard O. Werner  
Chief Executive Officer

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN -9 AM 11:14