A95000001691

Holland and Knight (Requestor's Name) 315 South Calhoun Street Suite 600 (Address) Tallahassee, Florida OFFICE USE ONLY (City, State, Zip) CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): RL AGENT FEE TOTAL N. BAMK. (Corporation Name) (Document #) BALANCE DUE PEFHNE (Corporation Name) (Document#) (Corporation Name) (Document #) 3:oo Walk in Pick up time Certified Copy Photocopy Certificate of Statute*105.00 ****185.08 Mail out Will wait **9000016341**49 -11/13/95--01041--022 *****17.50 *****17.50 **NEW FILINGS AMENDMENTS Profit** Amendment NonProfit Resignation of R.A., Officer/Director **Limited Liability** Change of Registered Agent **Domestication** Dissolution/Withdrawal Other Merger 900001634149 REGISTRATION/ OTHER FILINGS -11/13/95--D1841--D23 ****148.75 ****148.75 **OUALIFICATION** Annual Report Foreign. Fictitious Name Limited Partnership Name Reservation Reinstatement

Examiner's Initials

Trademark

Other

CR2E031(10/92)

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

I. Name

The name of the limited partnership is Coconut Creek Fiaza Associates, Ltd.

II. Records of the Partnership

The address of the office in Florida at which place the records of the Partnership shall be maintained is as follows:

c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Beach, Florida 33180

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Henry Batievsky c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Peach, Florida 33180

IV. General Partners

The names and business addresses of the general partners of the partnership is as follows:

K. South, Inc. 7000 W. Palmetto Park Road Suite 408 Boca Raton, FL 33422

P95000085418

AEP Coconut, Inc. c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Beach, Florida 33180

p45000082420

V. Mailing Address

The mailing address of the partnership is as follows:

c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Poulevard, Suite 600 North Miami Beach, Florida 33180

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2045.

WHEREFORE, the undersigned, the Coneral Partners of the partnership, have executed this Certificate of Limited Partnership on November 6, 1995.

K. SOUTH, INC., a Florida corporation

By:__

Title: President

AEP COCONUT, INC., a Florida corporation

By: ↓

e: VICE THE TOEN

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

ciates, Ltd.
o American Equity Properties, Inc. nberry Place scayne Boulevard, Suite 600 iami Beach, Florida

oerties. Inc. Suite 600 33180
AEP COCONUT, INC., 2 Florida corporation, general partner Dated: 116/95 AEP COCONUT, INC., 2 Florida corporation, general partner By: Lawrence Presupent Dated: 116/95 AEP COCONUT, INC., 2 Florida corporation, general partner By: Lawrence Presupent Name: Henry Carrensky Title: VICE PRESUDENT

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 620.192, Florida Statutes.

Henry Batievsky

Dated: 11 3 95

SECRETARY OF STATEME

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Fred P. Steimark, a duly authorized officer of K. South, Inc., a Floridation and a general partner of Coconut Creek Plaza Associates, Ltd., a Floridation and partnership, and Henry Baticysky, a duly authorized officer of AEP Coconut, Inc., also a Florida corporation and a general partner of Coconut Creek Plaza Associates, Ltd., each of whom certifies as follows:

- 1. The amount of capital contributions to date of the limited partners is \$10.
- 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$10.

Signed on the dates indicated below.

FURTHER AFFIANTS SAYETH NOT.

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

K. SOUTH, INC., a Florida corporation, general partner

By: Full Summer

Name: Fact P. Steinmann

Title: President

Dated: 11/6/25

AEP COCONUT, INC., a Florida corporation, general partner

Name: HENRY BATIENTY
Title: VICE & RESIDENT
Dated: 11 3 195

STATE OF FLORIDA) COUNTY OF Rom Book	dged before me this 4 day of November 1
1995, by <u>(red /: \) (e) n/na r.k</u> , who	allow manages are arrest to define the resource and a
	Notary Public State of Florida
My Commission Expires:	MARUA S. ASHENFELTER MY COMMISSION & CC 219767 EXPIRES: July 9, 1998 Bunded Thus Nutary Public Underwriters
STATE OF FLORIDA) COUNTY OF PAPE)	
1995, by HENRY BATILYSEY, who	dged before me this 3d day of November, is personally known to me/has produced pacity as an officer of AEP Coconut, Inc.,
	Nctary Public State of Florida
My Commission Expires: 4/6/98	C. ANDRADE NOTABY My Comm Exp. 4/06/98 Public is Banged By Senson Inc.

FTL1-165295.2

95000001691 (Sept)

TODD A. STE Holland and Knight

(Requestor's Name) 315 South Calhoun Street

Suite 600

(Address) Tallahassee, Florida

32302

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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OTHER FILINGS	REGISTRATION/ QUALIFICATION		96 JAN 29 AN 10-29 PIVISION OF CONTORATION
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Name Reservation	Reinstatement		
	Trademark	<u></u>	
CR2E031(10/92)	Other	Ex	miner's Initials

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned general partners represent that they have formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), that they have executed this Amended and Restated Certificate of Limited Partnership pursuant to Section 620.109 of the foregoing Act in place of the Certificate of Limited Partnership filed on November 7, 1995 and state herein as follows:

I. Name

The name of the limited partnership is Coconut Creek Plaza Associates, Ltd

II. Records of the Partnership

The address of the office in Florida at which place the records of the Partnership shall be maintained is as follows:

c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Beach, Florida 33180

III. Registered Agent

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Henry Batievsky c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Beach, Florida 33180

IV. General Partners

The names and business addresses of the general partners of the partnership is as follows:

K. South, Inc. 7000 W. Palmetto Park Road Suite 408 Boca Raton, FL 33422 AEP Coconut, Inc. c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Beach, Florida 33180

V. Mailing Address

The mailing address of the partnership is as follows:

c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Beach, Florida 33180

VI. Dissolution

The latest date on which the partnership is to dissolve is December 31, 2045.

VII. Special Limitations

Section 2.03 of the Limited Partnership Agreement ("Agreement") provides for the following (any of the defined terms used therein shall have their same meanings as in the Agreement):

- 2.01. Special Limitations. Notwithstanding the authority of the Partnership set forth in Section 2.02 or any other provision of this Agreement, for so long as that certain mortgage loan ("Designated Mortgage") originated by Bear, Stearns Funding, Inc., a Delaware corporation ("Lender") is outstanding and encumbers the Property, the Partnership shall not:
- 1. engage in any business or activity other than the ownership, leasing operation and maintenance of the Property, and activities incidental thereto:
- 2. acquire or own any material assets other than (i) the Property, and (ii) such incidental Personal Property as may be necessary or appropriate for the operation of the Property;
- 3. merge into or consolidate with any person or entity or dissolve, terminate or liquidate in whole or in part, transfer or otherwise dispose of all or substantially all of its assets or charge its legal structure, without in each case Lender's consent;



- 4. fail to preserve its existence as an entity duly organized, yall existing and in good standing (if applicable) under the laws of the jurisdiction of its organization or formation, or without the prior written consent of Lender, as an endify, terminate or fail to comply with the provisions of this Limited Partnership Agreement, or similar organizational documents, as the case may be, as same amy be further amended or supplemented, if such amendment, modification, termination or failure to comply would adversely affect the ability of the Partnership to perform its obligations, under the Designated Mortgage;
- 5. own any subsidiary or make any investment in, any person or entity without the consent of Lender;
- 6. commingle its assets with the assets of any of its general partners, affiliates, principals or of any other person or entity;
- 7. incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the Designated Mortgage, except in the ordinary course of its business of owning and operating the Property, provided that such debt is paid when due;
- 8. become insolvent and fail to pay its debts and liabilities from its assets as the same shall become due;
- 9. fail to maintain its records, books of account and bank accounts separate and apart from those of the general partners, principals and affiliates of the Partnership, the affiliates of any general partner of the Partnership.
- 10. enter into any contract or agreement with any general partner, principal or affiliate of Borrower, except upon terms and conditions that are intrinsically fair and substantially similar to those that would be available on an armslength basis with third parties other than any general partner, principal or affiliate of Borrower; provided, however, that the Lender has approved the Partnership's entering into agreements with respect to leasing and management of the Property with Partner-Related Entities;
- 11. seek the dissolution or winding up in whole, or in part, of the Partnership;
- 12. maintain its assets in such a manner that it will be costly or difficult to segregate, ascertain or identify its individual assets from those of any general partner, principal or affiliate of the Partnership, or any general partner, principal or affiliate thereof or any other person:
 - 13. hold itself out to be responsible for the debts of another person;

- 14. make any loans or advances to any third party, including an general partner, principal or affiliate of the Partnership, or any general partner principal or affiliate thereof;
 - 15. fail to file its own tax returns;
- 16. agree to, enter into or consummate any transaction which would render Partnership unable to furnish the certification or other evidence referred to get Section 4.2(b) of the Designated Mortgage;
- 17. fail either to hold itself out to the public as a legal entity separate and distinct from any other entity or person or to conduct its business solely in its own name in order not (i) to mislead others as to the identity with which such other party is transacting business, or (ii) to suggest that the Partnership is responsible for the debts of any third party (including any general partner, principal or affiliate of the Partnership, or any general partner, principal or affiliate thereof);
- 18. fail to maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations; or
- 19. file or consent to the filing of any petition, either voluntary or involuntary, to take advantage of any applicable insolvency, bankruptcy, liquidation or reorganization statute, or make an assignment for the benefit of creditors.

WHEREFORE, the undersigned, the General Partners of the partnership, have executed this Amended and Restated Certificate of Limited Partnership on December 26, 1995.

K. SOUTH, INC., a Florida corporation

Fred P. Steinmark, President

AEP COCONUT, INC.,

a Florida corporation

Bernardo Batievsky, President

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 620.105, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED: FIRST THAT Coconut Creek Plaza Associates, Ltd. WITH ITS PLACE OF BUSINESS AT c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Beach, Florida HAS NAMED Henry Batievsky LOCATED AT c/o American Equity Properties, Inc. One Turnberry Place 19495 Biscayne Boulevard, Suite 600 North Miami Beach, Florida 33180 CITY OF North Many Beach , STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA. K. SOUTH, INC., a Florida corporation, general partner By: Name: Fred P. Steinmark Title:President Dated:December 26, 1995 AEP COCONUT, INC., a Florida corporation, general partner Name: Bernardo Batievsky Title:President Dated:December 22, 1995

Having been named to accept Service of Process for the a love stated Limited Partnership, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all a latutes relative to the proper and complete performance of my duties, and I accept the luties and obligations of section 620.192, Florida Statutes.

Dated: Decembe 22, 1995

STATE OF FLORIDA)) SS: COUNTY OF PB

DECEMB The foregoing affidavit was acknowledged before me the 26 day of November, 1995, by FRED P STEINMARK, who is personally known to me/has produced as identification, in his capacity as an officer of K. South, Inc., a Florida corporation.

BOHDED THENU TLANTIC BONDING CO., INC.

Notary Public State of Floric a

My Commission Expires: 10/2-1/99

STATE OF FLORIDA)

) SS: COUNTY OF Dade)

-DECEMBER The foregoing affidavit was acknowledged before me this 22 wd day of November, 1995, by Bendand der Henry Baticusky, who is personally mown to me/has produced as identification, in his capacity as an officer of AEP Coconut, Inc., a Florida corporation.

State of Florida

My Commission Expires: 4/6/98

FTL1-169102.1

C. ANDRADE Wy Comm Exp. 4/06/98 Honned by Service Ins.

A950000|01691



Examiner's Initials

TODD A. STERZOY Holland and Knight (Requestor's Name) 315 South Calhoun Street Suite 600 (Address)
Tallahassee, Florida **OFFICE USE ONLY** (City, State, Zip) (Phone #) filing R. AGENT FEE CORPORATION NAME(S) & DOCUMENT NUMBER BALANCE BYE JEFIMO (Corporation Name) (Document #) (Corporation Name) (Document#) ∞ Walk in Pick up time Mail out Photocopy Will wait Certificate of Status 400001704854 -02/02/96--01024--002 ***1802.50 ***1750.00 **NEW FILINGS AMENDMENTS Profit** Amendment RECEIVED
96 JAN 29 AU 10-29
DIVISION OF CORFORNITON NonProfit Resignation of R.A., Officer/Director **Limited Liability** Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ **OTHER FILINGS** QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement

CR2E031(10/92)

Trademark

Other

SUPPLEMENTAL AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Fred P. Steinmark, a duly authorized officer of K. South, Inc., a Florida corporation and a general partner of Coconut Creek Plaza Associates, Ltd., a Florida limited partnership, and Henry Baticusky, a duly authorized officer of AEP Coconut, Inc., also a Florida corporation and a general partner of Coconut Creek Plaza Associates, Ltd., each of whom certifies as follows:

- 1. The amount of capital contributions to date of the limited partners has exceeded the anticipated amount listed in the original affidavit of capital contributions filed with respect to Coconut Creek Plaza Associates, Ltd., pursuant to Florida Statutes section 608.108.
- 2. The amount of capital contributions to date of the limited partners is \$1,348,867.00.
- 3. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,000,000.00.

Signed on the dates indicated below.

FURTHER AFFIANTS SAYETH NOT.

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

K. SOUTH, INC., a Florida corporation, general partner

By: _______ tull! stem

Name: Fred P. Steinmark

Title:President

Dated:December 26, 1995

AEP COCONUT, INC., a Florida corporation, general partner

Name: HENRY BATIEVSKY

Title: VICE PRESIDENT

Dated: 12 22 95

ONTEGRATIONS ON RE-OF-SHIRTONS

	· · · · · · · · · · · · · · · · · · ·
STATE OF FLORIDA)	•
COUNTY OF <u>PB</u>) SS:	
SWORN TO AND SUBSCRIBED by FRED P STEINMARK, as PRESENT on behalf of the corporation. He is as identification.	pefore me this <u>AL</u> day of December, 1995, by <u>DENT</u> of K. South, Inc., a Florida corporation personally known to me/has produced
ARLENE ADELICOPE COMMISSION & CC 505091 EVENES OCT 14, 1909 ATLANTIC BOMBIN OCT 140	Notary Public State of Florida
My Commission Expires: 10/24/99	
STATE OF FLORIDA) OUNTY OF DOCE)	
by Heney Entire Said corporation. as identification.	EFORE ME this 22 day of December, 1995, of AEP Coconut, Inc., a Florida He is personally known to me/has produced
	Notary Public State of Florida
My Commission Expires: 4/6/98	C. ANDRADE My Cornm Exp. 4/06/98 Bonded by Service Ins

FTL1-169305

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

FLORIDA DEPARTMENT OF STATE LIMITED PARTNERSHIP ANNUAL P.

SECRETARY OF STATE DIVISION OF CORPORATIONS 96 JAN 29 AMII: 55

Name of Littyled Partnership	_	1a. DO	OCUME 1691	NT # :: :			
Coconut Creek Plaz	a Assoc	ciates, Ltd.		BK		DO 140	OT WRITE IN THIS SPACE
				0 1	2. New	Mailing Address, If	Applicable
Mailing Address One Turnberry Plac		Principal Office Addr One Turnbe		1/21/91	Suite Apt		
19495 Biscayne Bou Suite 600		19495 Bisc Suite 600	-		City State		Address If Applicable
Aventura, FL 33180		Aventura, ne incorrect information and e		O ess in Block 2 and/or 2a	Suite Apt	= etc	
3. Date Formed or Registered to Do Bus FLORIDA	thess in 3	B. Date of Last Report		ountry of Formation	City State	& Z p	
11/7/95		N/A	F:				
5a. Capital Contributions as Shown on Record	5b. Arron	unt of Capital Contributions in RIDA to date	6, FEINA		L	Applied For	7. CERTIFICATE OF STATUS REQUIRED
\$10.00	\$1,34	48 , 867 . 00	65-0	61 73 96		Not Applicable	
8. FEES: 1.) Flung Fee Computed at 2.) Supplemental Fee: \$138 THE AMOUNT DUE SHALL BE NO LESS Note: If the amount entered in \$5 to MAKE CHECK PAYABLE TO FLORIDA DE	3 75 (pursuant t THAN \$191 25 : 1 greater than a	o section 607-193, F.S.) (\$52:50 + \$138 75) AND NO M imount entered in 5a, a suppler	ORE THAN \$576	3.25 (\$437.50 + \$138.75)	n a soparate	and appropriate file	ng teo.
9. Name and Ad	idress of Curre	ent Registered Agent			10.		31-11-11-1-1-1-4-7-1-1-1
D-11- 1 22				Nume			/02/9601017001
Batievsky, Henry 19495 Biscayne Bou	1evard			Street Address (F. J. B	os Number		
Suite 600				Suile, Apt ■ etc		·	
Aventura, FL 33180				City	· · · · ·	,	FL Zio Code
10a. Pursuant to the provisions of sect	ons 620 1051	and 620 192. Florida Statutes.	the above-name	d limited partnership orga	nized of reg	pstered under the la	ws of the State of Florida, submits this statement

for the purpose of changing its registered office or registered agent, or both in the Statulo Florida. Such change was authorized by its general partner(s). Thereby accept the appointment of the purpose of change was authorized by its general partner(s). 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)	Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City. State & Zip Code	11c. Registratory Document Number
AEP Coconut, Inc.	19495 Biscayne Blvd.	Ste. 600 Aventura, FL 33180	P95000082820
Konover South, Inc. K. South, Inc.	7000 W. Palmetto Park Road Suite 408	Boca Raton, FL 33433	P95C00085418

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 of qualify for the exemption stated in Section 119 07(3%). Florida Stututes Trelease the Division of Corporations from any liability of non-compliance with Section 119 07(3)(4) in the event that the information supplied is deemed exempt from public access 1 further certify that the information indicated on corporations from a minimum of the immediate partnership receiver or trustee into annual report is true, and accurate and that my signal reports the same legal effects is if made under eath. Hurther certify that I am a General Partner of the limited partnership receiver or trustee empowered to execute this report as required by chap/ir Q/d. Florida Statutes. empowered to execute

SIGNATURE ...

Typed or Protect Name of Gorden Partner Signing Form Henry Batievsky

DATE 1/23/96

Temptone Number (305) 933-9200

CR2E003 (6/95)