

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Tallahassee, FL 32309, (904)224-8670  
 Mailing Address: P.O. Box 1000, Tallahassee, FL 32302  
 FAX (904) 222-1131

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 \$ \_\_\_\_\_

*CVS* 8.75  
 FILING 52.50  
 R. AGENT FEE 3.50  
 C. COPY 5.25  
 TOTAL 114.85  
 N. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 REFUND \_\_\_\_\_

*11/13/95*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>AAK</i>	_____	_____

WALK-IN  
 WM Pick Up *11-13 1200*

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 - 9.5  
 Fictitious Name File \_\_\_\_\_

Name Reservation \_\_\_\_\_  
 Annual Report/Reinstatement \_\_\_\_\_  
 Reg. Agent Service \_\_\_\_\_  
 Document Filing \_\_\_\_\_

Corporate Kit \_\_\_\_\_  
 Vehicle Search \_\_\_\_\_  
 Driving Record \_\_\_\_\_  
 Document Retrieval \_\_\_\_\_

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

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CAMPUS CLUB OF GAINESVILLE, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV 13 AM 10:48

The undersigned, Stokes-Gainesville, Inc., a Florida corporation, desiring to form a limited partnership, pursuant to Chapter 620 of the Partnership Law of the State of Florida, certify:

1. The name of the partnership (the "Partnership") shall be:  
**Campus Club of Gainesville, Ltd.**
2. The character of the Partnership business shall be to acquire, own, maintain, develop and operate real property in Alachua County, Florida.
3. The address of the office of the Partnership shall be at:  
9551 Baymeadows Road, Suite 4  
Jacksonville, Florida 32256.
4. The mailing address of the Partnership shall be at:  
9551 Baymeadows Road, Suite 4  
Jacksonville, Florida 32256.
5. The agent for service of process on the Partnership is as follows:  
Stokes-Gainesville, Inc., a Florida corporation  
9551 Baymeadows Road, Suite 4  
Jacksonville, Florida 32256
6. The name and business address of the sole General Partner is as follows:  
P9500081809  
Stokes-Gainesville, Inc., a Florida corporation  
9551 Baymeadows Road, Suite 4  
Jacksonville, Florida 32256
7. The term of the Partnership shall begin on the date of the filing of this Certificate of Limited Partnership with the Department of State of the State of Florida, and the latest date upon which the Partnership is dissolved is December 31, 2025.
8. The amount of capital contributions of the initial Limited Partners is \$1,000.00.
9. The Limited Partners shall not be obligated to make any additional contributions to the Partnership.
10. The Limited Partners shall receive by reason of their contribution their share of 50% of profits or other compensations

by way of income.

11. Additional Limited Partners may be admitted to the Partnership at which time a supplemental affidavit of capital contributions shall be filed with the Department of State pursuant to Florida Statute Section 620.112.

12. The Partnership shall be dissolved and terminated in the event of the death, insanity, adjudication of incompetency, retirement, resignation, expulsion, assignment for the benefit of creditors, filing of a petition for reorganization, or adjudication of the bankruptcy of the General Partner, except that the business of the partnership may be continued in such even as otherwise provided in the Partnership Agreement.

13. No Limited Partner has the right to demand to receive property other than cash in return for his contribution; provided, however, that in the event of the liquidation of the Partnership the General Partner may, in its discretion, distribute property in kind to the initial Limited Partners in return for their contributions.

IN WITNESS WHEREOF, the undersigned, has hereunto set its hand and seal as of the 9th day of November, 1995.

Stokes-Gainesville, Inc., a  
Florida corporation, the sole  
General Partner of Campus Club  
of Gainesville, Ltd.

By:   
Thomas C. Bergmann  
Its Vice President

**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF DUVAL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV 13 AM 10:13

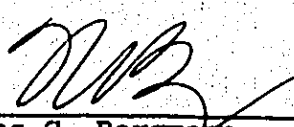
Before me, the undersigned authority, personally appeared Thomas C. Bergmann, who after first being duly sworn, on oath states as follows:

1. This Affidavit is given in connection with the Certificate of Limited Partnership for Campus Club of Gainesville, Ltd., a Florida limited partnership.

2. He is the Vice President of Stokes-Gainesville, Inc., a Florida corporation, and the corporation is the sole general partner of the limited partnership.

3. The amount of the initial anticipated capital contributions to the limited partners to the partnership is \$1,000.00.

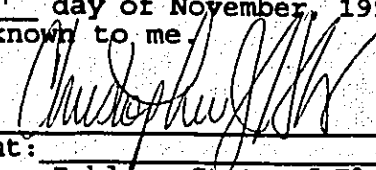
4. Additional limited partners may be admitted to the partnership, and if so, a supplemental affidavit, pursuant to Florida Statute, Section 620.112, will be filed with the Department of State when additional actual contributions of the limited partners are made.

  
Thomas C. Bergmann

Sworn to and subscribed before me this 9th day of November, 1995 by Thomas C. Bergmann, who is personally known to me.



CHRISTOPHER J. HURST  
MY COMMISSION # CC422237 EXPIRES  
DECEMBER 28, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

  
Print: \_\_\_\_\_  
Notary Public, State of Florida

Commission No.: \_\_\_\_\_  
Expires: \_\_\_\_\_

CONSENT TO NAME USAGE  
GIVEN BY  
CAMPUS CLUB OF GAINESVILLE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 NOV 13 AM 10:08

The undersigned, Thomas C. Bergmann, as Vice President of Campus Club of Gainesville, Inc., a Florida corporation submits the following consent on behalf of the corporation:

1. **Name.** The name of the corporation is Campus Club of Gainesville, Inc., as assigned Document # P95000042471 on June 1, 1995.
2. **Consent in Favor Of.** This Consent is given in favor of Campus Club of Gainesville, Ltd., a Florida limited partnership, being formed pursuant to Chapter 620, Florida Statutes.
3. **Distinguishable Name.** On behalf of the corporation, the corporation agrees that the name Campus Club of Gainesville, Ltd., is distinguishable from the names of all other entities or filings under the laws of the State of Florida, which names are on file with the Division of Corporations, and consents to and requests that the Department of State permit the use of the name Campus Club of Gainesville, Ltd., by the limited partnership.
4. The corporation and the limited partnership are affiliated entities.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Amendment the 9th day of November, 1995.

Campus Club of Gainesville, Inc.

By: [Signature]  
Thomas C. Bergmann  
Its Vice President

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of November, 1995, by Thomas C. Bergmann, the Vice President of Campus Club of Gainesville, Inc., a Florida corporation. He is personally known to me.

[Signature]  
Notary Public  
My Commission expires:



CHRISTOPHER J. HURST  
MY COMMISSION # CC422237 EXPIRES  
December 28, 1998  
BONDED TRULI TROY FARM INSURANCE, INC.

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 Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 JAN 22 AM 9:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #

A95000001715

CAMPUS CLUB OF GAINESVILLE, LTD.

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, if Applicable

Suite, Apt. #, etc.

City, State & Zip

500001697315  
-01/25/96--01005--023

2a. New Principal Office \*\*\*200.00 \*\*\*200.00

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

Principal Office Address

9551 Baymeadows Rd., Suite 4  
Jacksonville, FL 32256

9551 Baymeadows Rd. Ste 4  
Jacksonville, FL 32256

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

\$1,000.00

5b. Amount of Capital Contributions in  
FLORIDA to date

\$1,000.00

6. FEI Number

X

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 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$427.50  
2.) Supplemental Fee: \$128.75 (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 (\$427.50 + \$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

10. If changed, new Registered Agent/Office

Stokes-Gainesville, Inc., a Florida corporation  
9551 Baymeadows Rd., Suite 4  
Jacksonville, Florida 32256

Name

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 620.192, 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)

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

11b. City, State & Zip Code

11c. Registrar's  
Document Number

Stokes-Gainesville, Inc.,  
a Florida corporation

9551 Baymeadows Rd.  
Suite 4

Jacksonville, FL  
32256

P95000081809

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 section 620.192, Florida Statutes.

SIGNATURE

V. LEE PRES

DATE 1-18-96

Typed or Printed Name of General Partner Signing Form

THOMAS C. BERGMANN

Telephone Number

(904) 739-2249

CR2E003 (6/95)

A95000001715

1/08/97 CORPORATE DETAIL RECORD SCREEN 1:39 PM  
NUM: A95000001715 ST:FL ACTIVE/FL LP FLD: 11/13/1995  
ACT CONT: 1,000.00 FEI#: APPLIED FOR  
NAME : CAMPUS CLUB OF GAINESVILLE, LTD.  
PRINCIPAL: 9551 BAYMEADOWS ROAD, SUITE 4  
ADDRESS JACKSONVILLE, FL 32256  
RA NAME : STOKES-GAINESVILLE, INC.  
RA ADDR : 9551 BAYMEADOWS ROAD, SUITE 4  
JACKSONVILLE, FL 32256 US  
ANN REP :

41750.00-FF  
CM

(1996) I 01/22/96

FILED  
97 JAN -7 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

200002061782--3  
-01/17/97--01036--014  
\*\*\*1750.00 \*\*\*1750.00

## SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF DUVAL

FILED  
97 JAN -7 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

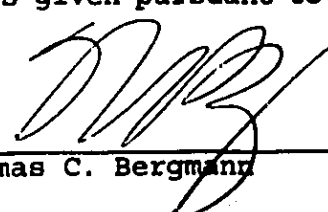
Before me, the undersigned authority, personally appeared Thomas C. Bergmann, who after first being duly sworn, on oath states as follows:

1. This Affidavit is given in connection with Campus Club of Gainesville, Ltd., a Florida limited partnership.


2. He is the Vice President of Stokes-Gainesville, Inc., a Florida corporation, and the corporation is the sole general partner of the limited partnership.

3. The amount of the supplemental capital contributions to the limited partners to the partnership is \$4,600,000.00.

4. This supplemental affidavit is given pursuant to Florida Statute, Section 620.112.

  
Thomas C. Bergmann

Sworn to and subscribed before me this 18th day of December, 1996, by Thomas C. Bergmann, who is personally known to me.

  
Print: Sherry Hice  
Notary Public, State of Florida

Commission No.: \_\_\_\_\_

Expires: \_\_\_\_\_



Sherry Hice  
MY COMMISSION & CERTIFICATE EXPIRES  
March 28, 2000  
ISSUED BY THE FLORIDA SECRETARY OF STATE