

1701 HAYS STREET
TALLAHASSEE, FL 32304

800-142-8086

904-222-4171

DAVIE, FL 33317

A95000001803



ACCOUNT NO. : 0721000000032

REFERENCE : 743510 7057A

AUTHORIZATION :

COST LIMIT : \$

FILED STATE
SECRETARY OF CORPORATIONS
95 NOV 22 PM 1:25

ORDER DATE : November 22, 1995

ORDER TIME : 10:42 AM

ORDER NO. : 743510

CUSTOMER NO: 7057A

400001648894
-11/23/95--01075--011
***1837.50 ***1837.50

CUSTOMER: Candy Feltner, Legal Asst
LEVY KNEEN WIENER KORNFIELD
DEL RUSSO
Suite 1000
1400 Centrepark Boulevard
West Palm Beach, FL 33401

G. TAX	1250.00
FIL.	35.00
R. AGENT FEE	52.50
G. COPY	2837.50
TOTAL	
N. BANK	
BALANCE DUE	
REFUND	

DOMESTIC FILING

NAME: CLIFTON/RBG XVI LTD.

RECEIVED
95 NOV 22 PM 12:06
DIVISION OF CORPORATIONS

☐ ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

11/22/95
BH

OCT-02-1995 15:53

LEWIS & CLARK LLP

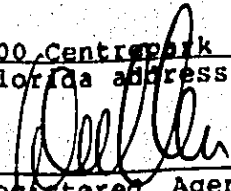
107/178 7811 P.02/11

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CLIFTON/RBG XVI LTD.

FILED STATE
SECRETARY OF CORPORATIONS
95 NOV 22 PM 1:25

1. CLIFTON/RBG XVI LTD.
(Name of Limited Partnership must contain a suffix such as "Limited", "Ltd." or "Limited Partnership")
2. c/o Clifton Ventures III, Inc., 7200 W. Camino Real, Suite 314
Boca Raton, Florida 33433
(The business address of the Limited Partnership)
3. David J. Wiener, Esq., c/o Levy, Kneen, Mariani, Curtin,
Wiener, Kornfeld & del Russo, P.A.
(Name of Registered Agent for Service of Process)
4. 1400 Centrepark Boulevard, Ste. 1000, W. Palm Beach, FL 33401
(Florida address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 7200 West Camino Real, Suite 314, Boca Raton, FL 33433
(The mailing address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: October 31, 2015

8. NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
<u>Clifton Ventures III, Inc.</u>	<u>7200 W. Camino Real, Suite</u>
<u>195000013600</u>	<u>314, Boca Raton, FL 33433</u>
<u>RBG XVI Corp.</u>	<u>154 West Hubbard Street</u>
<u>195000009715</u>	<u>Ste. 250, Chicago IL 60610</u>

OCT-02-1995 15:53

LEWIS & CLARK

407 478 7811 P.03/11

Signed this 12 day of Nov

Signature of all General Partners:

General Partner:

CLIFTON VENTURES III, INC.

General Partner:

RBG XVI CORP.

By: [Signature]

Its: President

By: [Signature]

Its: Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 22 PM 1:25

STATE OF)
COUNTY OF) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Philip A. Bines known to me to be the President of CLIFTON VENTURES III, INC., the corporation in whose name the foregoing instrument was executed, and that he severally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: _____ and that an oath was taken.

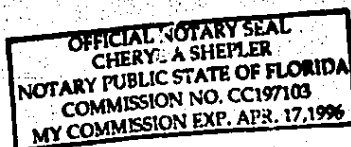
WITNESS my hand and official seal in the County and State last aforesaid this 12 day of Nov, 1995.

NOTARY SEAL:

[Signature]
NOTARY PUBLIC
Cheryl A. Shepler
Printed Notary Signature

My Commission Expires: _____

STATE OF ILLINOIS)
COUNTY OF COOK) ss:



I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Bruce H. Black known to me to be the Vice President of RBG XVI CORP., the corporation in whose name the foregoing instrument was executed, and that he severally acknowledged executing the same for such corporation, freely and voluntarily,

OCT-02-1995 15:54

LEWIS & CLARK (MILITARY)

10-11-95 11:53

under authority duly vested in him by said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: _____ and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of October, 1995.

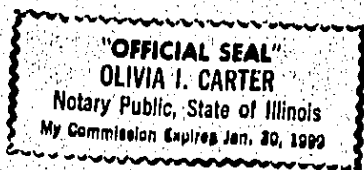
Olivia I. Carter

NOTARY PUBLIC

Olivia I. Carter

Printed Notary Signature

NOTARY SEAL:



My Commission Expires: 1/30/99

FILED STATE
SECRETARY OF CORPORATIONS
95 NOV 22 PM 1:25

OCT-07-1995 15:53

LEWIS & CLARK

OCT-07-1995 15:53

AFFIDAVIT

Before me, the undersigned authority, personally appeared PHILIP A. BINNS, the PRESIDENT of CLIFTON VENTURES III, INC., a Florida corporation, and Bruce H. Black, the Vice President of RBG XVI CORP., a Illinois corporation, as the General Partners of CLIFTON/RBG XVI LTD., a Florida limited partnership ("Affiant") and after being duly sworn they did depose and say as follows:

1. The amount of capital contributions to date of the limited partners is \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,100,000.

FURTHER AFFIANTS SAYETH NOT.

General Partner:

CLIFTON VENTURES III, INC., a Florida corporation

By: [Signature]

Its: President

General Partner:

RBG XVI CORP., an Illinois corporation

By: [Signature]

Its: Vice President

STATE OF Florida

COUNTY OF Polk

)

) ss:

)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Philip A. Binns known to me to be the President of CLIFTON VENTURES III, INC., the corporation in whose name the foregoing instrument was executed, and that he severally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: _____ and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of Nov, 1995.

NOTARY SEAL:

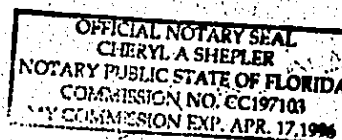
[Signature]
NOTARY PUBLIC

[Signature]
Printed Notary Signature

My Commission Expires: _____

3122c/

c:4



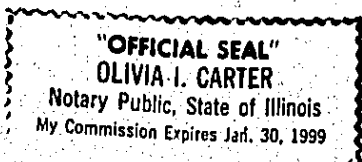
0:7-02-1995 12:54 LENTHEBINGPIM11.11 47 7.3 2811 P.02-11

STATE OF ILLINOIS)
COUNTY OF COOK) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Bruce H. Block known to me to be the Vice President of RBG XVI CORP., the corporation in whose name the foregoing instrument was executed, and that he severally acknowledged executing the same for such corporation, freely and voluntarily under authority duly vested in him by said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: _____ and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of October, 1995.

NOTARY SEAL:



Olivia I. Carter
NOTARY PUBLIC
Olivia I. Carter
Printed Notary Signature

My Commission Expires: 1/30/99

**FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1996**



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

FILED

96 MAR 29 AM 8:32

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

DO NOT WRITE IN THIS SPACE.

1. Name of Limited Partnership

1a. DOCUMENT #
A95000001803

CLIFTON/RBG XVI LTD.

Mailing Address

C/O CLIFTON VENTURES III, INC.
7200 WEST CAMINO REAL, SUITE 314
BOCA RATON FL 33433

Principal Office Address

C/O CLIFTON VENTURES III, INC.
7200 WEST CAMINO REAL, SUITE 314
BOCA RATON FL 33433

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
11/22/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$2,100,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

65-0629224

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

Additional Fee required
for 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

**WIENER, DAVID J ESQ.
C/O LEVY, KNEEN, ET AL
1400 CENTREPARK BLVD., STE. 1000
WEST PALM BEACH FL 33401**

10. If changed, new Registered Agent/Office

Name

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

Suite, Apt. #, etc.

City

700001771547

-04/08/96--01013--011

******576.25 ****576.25**

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. Registration/
Document Number

**CLIFTON VENTURES III, INC.
RBG XVI CORP.**

**7200 W. CAMINO REAL,
154 WEST HUBBARD STRE**

**BOCA RATON FL 33433
CHICAGO IL 60610**

**P95000063800
F95000004715**

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 in 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

DATE

Typed or Printed Name of General Partner Signing Form

**CLIFTON VENTURES III, INC. BY
PHILIP A. DINNS, ITS PRESIDENT**

Telephone Number

**3/27/96
(407) 362-0444**