

A9600000221

GENE H. GODBOLD
GRANT T. DOWNING
MICHAEL J. SHEAHAN
WILLIAM P. BATTAGLIA
JOHN HOWELL BILL
JANET M. LOWER

222 WEST COMSTOCK AVENUE
SUITE 101
WINTER PARK, FLORIDA 32789

January 29, 1996

POST OFFICE BOX 1884
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 847-4418
FACSIMILE (407) 847-2088

FEDERAL EXPRESS

Mr. John Hall
Hall's Air Freight
464 E. Freddy Martin
Tallahassee, Florida 32301

Re: Epoch Properties/Tampa Palms Apartments, Inc.

Dear John:

Enclosed please find the following

1. Two originals of Certificate of Limited Partnership of Tampa Palms Apartments, Ltd.;
2. Two originals of Tampa Palms Apartments, Ltd. Affidavit of Capital Contribution.
3. Check of Epoch Properties, Inc. in the amount of \$1,837.50, dated 1/26/96 (Maximum filing fee - \$ 1,750.00; Registered Agent Designation - \$ 35.00; Certified Copy - \$2.50).

Please file the above immediately upon receipt and (1) obtain a certified copy (2) obtain a receipt; (3) fax a copy to me; and (4) return original via Federal Express, **Wednesday morning (Priority Overnight) delivery.**

Please call me or my secretary, Cathy, if you have any questions or problems concerning above.

Thank you for your assistance.

Sincerely yours,

Gene H. Godbold

Proby
11:00

GHG:cah
Encls.
cc: Mr. Greg Jacoby

TAX	1750.00
FILING	35.00
R. AGENT FEE	52.50
C. COPY	1837.50
TOTAL	
N. DUES	
BALANCE DUE	
PAID	

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JAN 31 PM 12:34

900001705758
-02/05/96--01009--004
***1837.50 ***1837.50

RECEIVED
DIVISION OF CORPORATIONS
JAN 30 1996
11:47

NYK
3/30/96

CERTIFICATE OF LIMITED PARTNERSHIP
OF
TAMPA PALMS APARTMENTS, LTD.

FILED
STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JAN 31 PM 12:35

This Certificate of Limited Partnership of Tampa Palms Apartments, Ltd. dated as of January 26, 1996, is entered into by and among Epoch Properties, Inc., a Florida corporation, ("Developer"), as a General Partner; LIC Ventures Inc., a Delaware corporation, as a General Partner ("Additional General Partner"); Lumbermen's Investment Corporation, a Delaware corporation, as a Limited Partner (the "LIC Limited Partner"); and EPI - Tampa Palms, Inc., a Florida corporation (the "Developer Limited Partner"), to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), upon the following terms and subject to the following conditions:

- A. The name of the Partnership is Tampa Palms Apartments, Ltd.
- B. The address of the registered office of the Partnership is 359 Carolina Avenue, Winter Park, Orange County, Florida 32789. The name and address of the registered agent of the Partnership for service of process required to be maintained by the Act is James H. Pugh, Jr. at 359 Carolina Avenue, Winter Park, Orange County, Florida 32789.
- C. The location of the principal office of the Partnership where records are to be kept or made available under the Act is 359 Carolina Avenue, Winter Park, Orange County, Florida 32789. This is also the Partnership's mailing address.
- D. The name, mailing address and street address of each General Partner is as follows:

Epoch Properties, Inc.
359 Carolina Avenue
Winter Park, Florida 32789
Attention: James H. Pugh, Jr.

LIC Ventures Inc.
301 Congress Avenue, Suite 1500
Austin, Texas 78701
Attention: President

370124
F960000457

E. The latest date upon which the Partnership is to dissolve is March 1, 2001.

IN WITNESS WHEREOF, this Certificate of Limited Partnership of Tampa Palms Apartments, Ltd. has been executed as of the date first written above.

GENERAL PARTNERS:

Epoch Properties, Inc., a Florida corporation

By: [Signature]
Name: JAMES H. PAUGH JR.
Title: PRESIDENT

LIC Ventures Inc., a Delaware corporation

By: [Signature]
Name: O. PHILIP BRELAND, JR.
Title: VICE PRESIDENT

LIMITED PARTNERS:

Lumbermen's Investment Corporation, a Delaware corporation

By: [Signature]
Name: O. PHILIP BRELAND, JR.
Title: SENIOR VICE PRESIDENT

EPI - Tampa Palms, Inc., a Florida corporation

By: [Signature]
Name: JAMES H. PAUGH JR.
Title: PRESIDENT

96 MAR 5 PM 12:35
DIVISION OF CORPORATIONS
SECRETARY OF STATE

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF PHILADELPHIA
96 JUN 31 PM 12:35

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



JAMES H. PUGH, JR.
Registered Agent

Date: 1-30-96

TAMPA PALMS APARTMENTS, LTD.
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
SECRETARY OF CORPORATIONS
95 JAN 31 PM 12:35
DIVISION OF CORPORATIONS

BEFORE ME, the undersigned authority, personally appeared KYLE D. RIVA, Vice President of Epoch Properties, Inc., and O. PHILIP BRELAND, JR., VICE PRESIDENT of LIC Ventures Inc., all the General Partners of Tampa Palms Apartments, Ltd., and being first duly sworn, deposes and says:

1. Capital Contributions. The undersigned General Partners of Tampa Palms Apartments, Ltd., declare the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Three Million Four Hundred Eighty Nine Thousand and No/100 Dollars (\$3,489,000) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Three Million Four Hundred Eighty Nine Thousand and No/100 Dollars (\$3,489,000.00).

2. Affirmation. The General Partners hereby acknowledge that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partners accept the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, a General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed the 26TH day of January, 1996.

EPOCH PROPERTIES, INC.

By: [Signature]
Name: KYLE D. RIVA, Vice President

LIC VENTURES INC.

By: [Signature]
Name: O. PHILIP BRELAND, JR.
Title: VICE PRESIDENT

The foregoing instrument was acknowledged before me this 29th day of January, 1996, by Kyle D. Riva, Vice President of Epoch Properties, Inc., General Partner of Tampa Palms Apartments, Ltd. He is personally known to me or has produced X as identification.

Notary Stamp



EMILY M CICHON
My Commission CC432678
Expires Mar 02, 1998
Bonded by HAI
800-422-1888

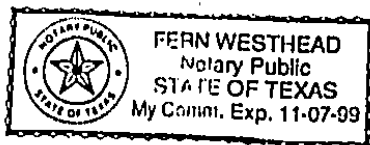
Emily M. Cichon
Notary Public
Commission Expires:



EMILY M CICHON
My Commission CC432678
Expires Mar 02, 1998
Bonded by HAI
800-422-1888

The foregoing instrument was acknowledged before me this 26 day of January, 1996, by O. Philip Breland, Jr., Vice President, of LIC Ventures Inc., General Partner of Tampa Palms Apartments, Ltd. He is personally known to me or has produced Business License as identification.

Notary Stamp



Fern Westhead
Notary Public
Commission Expires:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 PM 12:35