

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

800-342-8086

A96W00000253



ACCOUNT NO. : 0721000000032  
REFERENCE : 836070 4300196  
AUTHORIZATION : *Patricia P. Smith*  
COST LIMIT : \$ ~~87.50~~

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATION  
96 FEB -7 PM 4:23

ORDER DATE : February 7, 1996

ORDER TIME : 11:28 AM

ORDER NO. : 836070

300001709423

CUSTOMER NO: 4300196

CUSTOMER: Ms. Deborah Holstedt  
Hearthstone Advisors  
1500 Sansome Street

415-  
249-  
1500

San Francisco, CA 94111

DOMESTIC AMENDMENT FILING

NAME: FLORIDA SHELF PROJECT #7  
LIMITED PARTNERSHIP

RECEIVED  
96 FEB -7 PM 1:11  
DIVISION OF CORPORATION

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: *BK*

2/7/96  
BK

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB - 7 PM 4:23

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole general partner of FLORIDA SHELF #7 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 #7 LIMITED PARTNERSHIP.

2. The date of filing of the original Certificate of Limited Partnership was February 5, 1996.

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:

**CYPRESS LAKE ESTATES-LAKEWORTH LIMITED PARTNERSHIP**

and to reflect a name change of the sole general partner from FLORIDA SHELF PROJECT #7 GP, L.C. to:

CYPRESS LAKE ESTATES-LAKEWORTH GP, L.C.  
7575 Dr. Philips Boulevard, Suite 230  
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 6th day of February, 1996.

SOLE GENERAL PARTNER:

Cypress Lake Estates-Lakeworth GP, L.C.,  
a Florida limited liability company  
General Partner

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

By:

  
Tracy T. Carver  
Senior Vice President

FILED STATE  
SECRETARY OF CORPORATIONS  
96 FEB - 7 PM 4:23

1101 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0103 FAX

800-342-8086

A960000000253

**CSC networks**  
PROFESSIONAL  
TRIAL & FINANCIAL SERVICES

96 FEB 15 PM 12:06  
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032  
REFERENCE : 040106 4300196  
AUTHORIZATION : Patricia P. Pitt  
COST LIMIT : \$ 52.50

ORDER DATE : February 13, 1996

ORDER TIME : 10:50 AM

ORDER NO. : 040106

CUSTOMER NO: 4300196

200001716092

CUSTOMER: Ms. Deborah Holstedt  
Hearthstone Advisors  
1500 Sansome Street

San Francisco, CA 94111

DOMESTIC AMENDMENT FILING

NAME: CYPRESS LAKE ESTATES-LAKEWORTH  
LIMITED PARTNERSHIP

FILED  
96 FEB 15 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A960000000253

ARTICLES OF AMENDMENT

Name \_\_\_\_\_ RESTATED ARTICLES OF INCORPORATION  
Availability \_\_\_\_\_

Document Examiner PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:  
DCC

Updater XX CERTIFIED COPY  
CERTAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

Updater Verifier DCC

CONTACT PERSON: JENNIFER MORAN

Acknowledgement DCC

EXAMINER'S INITIALS: \_\_\_\_\_

W. P. Verifier DCC

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CYPRESS LAKE ESTATES-LAKEWORTH LIMITED PARTNERSHIP

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), the undersigned, being the sole general partner of CYPRESS LAKE ESTATES-LAKEWORTH 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 CYPRESS LAKE ESTATES-LAKEWORTH LIMITED PARTNERSHIP.

2. The date of filing of the original Certificate of Limited Partnership was February 5, 1996.

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

**CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP**

and to reflect a name change of the sole general partner from Cypress Lake Estates-Lakeworth GP, L.C. to:

CYPRESS LAKE ESTATES-LAKE WORTH GP, L.C.

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

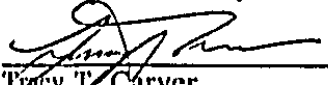
**IN WITNESS WHEREOF**, the sole general partner has executed this Certificate of Amendment to Certificate of Limited Partnership on the 14th day of February, 1996.

FILED  
96 FEB 15 PM 15  
SECRET  
TALLAHASSEE, FLORIDA

**SOLE GENERAL PARTNER:**

Cypress Lake Estates-Lake Worth GP, L.C.,  
a Florida limited liability company  
General Partner

By: Hearthstone Advisors, Inc.,  
a California corporation  
Manager, an authorized representative

By:   
Tracy T. Carver  
Senior Vice President

FILED  
96 FEB 15 PM 2:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

A96000000253

**CSC networks**  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

96 FEB -5 PM 4:08  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -5 AM 11:14

ACCOUNT NO. : 072100000032

REFERENCE : 832414 4380196  
*Patricia T. T...*

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : February 5, 1996

ORDER TIME : 10:25 AM

100001706931

ORDER NO. : 832414

CUSTOMER NO: 4380196

CUSTOMER: Ms. Deborah Holstedt  
HEARTHSTONE ADVISORS

1500 Sansome Street

San Francisco, CA 94111

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -5 AM 11:14

DOMESTIC FILING

NAME: FLORIDA SHELF PROJECT #7  
LIMITED PARTNERSHIP

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

2/5/96  
JMC

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FLORIDA SHELF PROJECT #7 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 #7 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 #7 LIMITED PARTNERSHIP.
2. The business address and the mailing address of the limited partnership is:  
c/o Ron Fenn, 7575 Dr. Phillips Boulevard, Suite 230, 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 #7 LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of FLORIDA SHELF PROJECT #7 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: *Gail Shelby*  
Its: Gail Shelby, As Agent

Dated: 2-5-, 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB 5 AM 11:14

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -5 AM 11:15



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

FLORIDA SHELF #7 GP, L.C.  
7575 Dr. Phillips Boulevard, Suite 230  
Orlando, Florida 32819

L96000060156

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -5 AM 11:15


7. The latest date upon which the limited partnership is to dissolve is January 31, 2046.

IN WITNESS WHEREOF, the undersigned, being the sole General Partner, has executed the foregoing Certificate of Limited Partnership on the 31st day of January, 1996 in accordance with §620.114 of the Florida Statutes.

FLORIDA SHELF #7 GP, L.C.  
a Florida limited liability company  
General Partner

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

By:

  
Tracy T. Carver  
Senior Vice President

#### AFFIDAVIT

THE UNDERSIGNED, constituting the sole General Partner of FLORIDA SHELF PROJECT #7 LIMITED PARTNERSHIP, a Florida limited partnership, hereby certifies as follows:

1. The amount of capital contribution 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 #7 GP, L.C.  
a Florida limited liability company  
General Partner

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

By:

  
Tracy T. Carver  
Senior Vice President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB -5 AM 11:15

A96000000253

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1/08/97          CORPORATE DETAIL RECORD SCREEN
NUM: A96000000253 ST: FL ACTIVE/FL LP          FLD: 02/05/1990
LAST: AMENDMENT AND NAME CHANGE                FLD: 02/15/1996
ACT CONT: 100.00
NAME           : CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP
NII: 2
PRINCIPAL: C/O RON FENN
ADDRESS        7575 DR. PHILIPS BLVD., SUITE 230
               ORLANDO, FL 32819
RA NAME       : CORPORATION SERVICE COMPANY
RA ADDR      : 1201 HAYS STREET
               TALLAHASSEE, FL 32301 US
ANN REP      : * NONE FILED *

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2:17 PM

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

ENTER SELECTION AND CR:

FILED  
97 FEB -4 PM 12:00  
SECOND FLORIDA  
TALON

900002082009--9  
-02/07/97--01101--001  
\*\*\*1750.00 \*\*\*1750.00

A 960000000 253

Requirer	DCC
Validator	DCC
Updater	DCC
Relater	DCC
Verifier	DCC
W. P. Verifier	DCC

increasing to  
\$1,360,946.83

C. TAX  
FILING 1,750.00  
R. ADDED FEE \_\_\_\_\_  
C. OF F. \_\_\_\_\_  
TAX \_\_\_\_\_  
N. OF F. \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 22, 1997

CYPRESS LAKE ESTTATESLAKE WORTH LIMITED PARTNERSHIP  
C/O MARK PORATH  
16830 VENTURA BLVD., #352  
ENCINO, CA 91436

SUBJECT: CYPRESS LAKE ESTATES-LAKE WORTH LIMITED  
PARTNERSHIP  
Ref. Number: A96000000253

We have received your document for CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP and check(s) totaling \$576.25. However, your check(s) and document are being returned for the following:

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6051.



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 Cypress Lake Estates - Lake Worth  
Limited Partnership, 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: \$ \$1,360,946.83

This 19 day of December, 19 96

**FURTHER AFFLIANT 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 \$1,360,946.83. Fee: \$1,750.

INHSE20(3/95)

FILED  
97 FEB - PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Supplemental Affidavit of Capital  
Contributions For A Florida Limited Partnership

CYPRESS LAKE ESTATES-LAKE WORTH LIMITED PARTNERSHIP,  
a Florida limited partnership

By: Cypress Lake Estates-Lake Worth GP, L.C.,  
a Florida limited liability company  
General Partner

BY: Hearthstone Advisors, Inc.,  
a California corporation,  
Manager

BY: Richard O. Werner  
Richard O. Werner  
Chief Executive Officer

FILED  
97 FEB -4 PM 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA