

# A96000001576

STOTZMAN & BROMBERG  
A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS

2323 BRYAN STREET

SUITE 2200

DALLAS, TEXAS 75201-2689

August 15, 1996

96 AUG 22 PM 12:32  
TALLAHASSEE, FLORIDA  
TELEPHONE: (904) 669-4900  
FACSIMILE: (904) 669-4999  
LED

**DELIVERED VIA FEDERAL EXPRESS**

500001928675  
-08/21/96--01078--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Florida Secretary of State  
Corporate Records Bureau  
408 East Gaines Street  
Tallahassee, Florida 32301

Re: Edgewater Beach Properties, L.P.

Dear Secretary of State:

Enclosed for filing with your office please find two (2) original counterparts of each of (i) the Certificate of Limited Partnership, and (ii) the Affidavit of Capital Contributions for the captioned partnership, together with a check made payable to your order in the amount of \$87.50 in payment of the \$52.50 filing fee plus \$35.00 registered agent designation fee.

Please return the evidence of filing to me. I have enclosed a self-addressed, prepaid envelope for your convenience.

Thank you for your assistance. Should there be any questions, please feel free to call.

Sincerely,

*J. Carol Smith*  
J. Carol Smith,  
Legal Assistant

Enclosures  
3960s/42/ES001-008

cc: Robert L. Abbott  
William P. Esping

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
EDGEWATER BEACH PROPERTIES LIMITED PARTNERSHIP**

The undersigned parties, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, do hereby certify and swear as follows:

I. Name. The name of the partnership shall be: Edgewater Beach Properties Limited partnership.

II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the Partnership shall be:

John E. Ayres, Jr.  
1901 Gulf Shores Blvd. North  
Naples, Florida 33940

III. General Partner. The name and address of the general partner of the Partnership is as follows:

Edgewater Beach Development, Inc.  
1901 Gulf Shores Boulevard North  
Naples, Florida 33940

IV. Location of Principal Place of Business and Mailing Address. The principal place of business and mailing address shall be:

1901 Gulf Shores Boulevard North  
Naples, Florida 33940

V. Term. The term for which the Partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:

- (a) on December 31, 2026;
- (b) the sale, abandonment or disposal by the Partnership of all or substantially all of its assets;
- (c) a vote of no less than ninety percent (90%) of the Partners determining that the Partnership should be dissolved;
- (d) the Partnership becoming insolvent or bankrupt;
- (e) the death, insolvency, bankruptcy, retirement, incompetency or withdrawal of the General Partner (unless the business of the Partnership is continued pursuant to Section 12.2 of the Limited Partnership Agreement); or

FILE  
96 AUG 22 PM 3:32  
RECEIVED  
FBI MIAMI  
1966

(f) the occurrence of any act which makes it impossible to carry on the business of the Partnership.

The undersigned hereby acknowledges that the undersigned has read the Certificate of Limited Partnership of EDGEWATER BEACH PROPERTIES L.P., a Florida limited partnership, and the undersigned by executing this Signature Page, acknowledges that the undersigned has joined in the Certificate of Limited Partnership. The execution of this Signature Page by the undersigned shall constitute the execution of the Certificate of Limited Partnership of Edgewater Beach Properties L.P. by the undersigned as a party to such document.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Signature Page on the date and year indicated below.

Executed this 19 day of August, 1996.

**GENERAL PARTNER:**

EDGEWATER BEACH DEVELOPMENT, INC

By:

John E. Ayres, Jr.  
President

FILED  
56 AUG 22 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT CERTIFICATE**

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.

John E. Ayres, Jr.

Date:

8/19/96

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE THE UNDERSIGNED, personally appeared John E. Ayres, Jr., in his capacity as President of Edgewater Beach Development, Inc., the general partner of Edgewater Beach Properties L.P., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

1. The amount of capital contributions of the limited partners of the Partnership is \$7,500.00.

2. The anticipated amount of capital contributed by the limited partners at this time totals \$7,500.00.

This \_\_\_\_ day of \_\_\_\_\_, 1996.

Under the 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.

FURTHER AFFIANT SAYETH NOT.

EDGEWATER BEACH DEVELOPMENT, INC.  
a Florida corporation,  
General Partner

By:

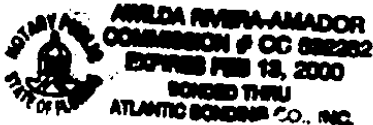
Name:

Title:

*[Signature]*  
John E. Ayres, Jr.  
President

STATE OF FLORIDA )  
COUNTY OF COLLER )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of AUGUST, 1996, by John E. Ayres, Jr., of Edgewater Beach Development, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced PASSPORT as identification and who did/did not take an oath.



*[Signature]*  
Notary Public  
My Commission Expires:  
02-13-2000