

**LEIGH M. FISHER, P.A.**

**ATTORNEYS AT LAW**

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LEIGH M. FISHER

**A 96000002007**

Apply to:  
P.O. Box 144  
Cape Coral, FL 33901  
1000 E. 40th Street  
Cape Coral, FL 33904  
(4000 Del Prado Building)

October 25, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: San-Cap Management Group Limited Partnership  
Our File No. 96F-133

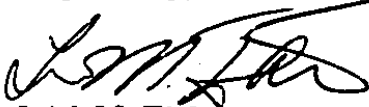
Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Limited Partnership Agreement and Certificate of Registered Agent of the above referenced Limited Partnership, together with my check in the amount of \$385.00 in payment of the following:

1. Filing Fees	\$315.00	280.00	000001936940--1
2. Certified Copy	\$ 35.00	35.	-11/05/96--01172--025
3. Designation Registered Agent	\$ 35.00		****385.00 ****385.00
Total enclosed	\$385.00		

Your prompt attention to this matter is appreciated.

Respectfully,



Leigh M. Fisher

LMF:ldl

Enclosures:

OVERPAYMENT 17.50  
FILING 280.00  
R. AGENT FEE 35.00  
C. COPY 52.50  
TOTAL 385.00  
N. BANK  
BALANCE DUE  
REMN

Call when ready  
10/25/96  
mark

DICKED  
3:30  
10/28/96

17.50 OVERPAYMENT

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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# **SAN-CAP MANAGEMENT GROUP LIMITED PARTNERSHIP**

## **CERTIFICATE OF LIMITED PARTNERSHIP**

### **AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Florida Statute 620.02, the undersigned desire to form a limited partnership, do hereby sign and swear to this Certificate of Limited Partnership.

1. NAME OF PARTNERSHIP: The name of the partnership shall be SAN-CAP MANAGEMENT GROUP LIMITED PARTNERSHIP hereinafter referred to as the "Partnership".
2. BUSINESS OF PARTNERSHIP: The partnership shall be for the purpose of engaging in the business of land development, and in such other related business as may be agreed by the partners.
3. PLACE OF BUSINESS: The principal place of business of the partnership shall be at 9470 Balsa Court, Sanibel, Florida 33957 and in such other place or places as may be agreed on by the partners. This is also the partnership's mailing address.
4. NAME AND PLACE OF RESIDENCE OF MEMBERS:

CAPTIVA ISLAND INN, INC.  
9470 Balsa Court  
Sanibel, Florida 33957

V51038

as general partner, and:

CATHERINE MARIA DE GENNARO Trustee of the Catherine Maria DeGennaro Trust dated September 19, 1996

9470 Balsa Court

Sanibel, Florida 33957

One (1) Share

and:

ROBERT VITO ANTHONY DE GENNARO Trustee of the Robert Vito DeGennaro Trust dated September 19, 1996

9470 Balsa Court

Sanibel, Florida 33957

One (1) Share

as limited partners.

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5. TERM OF PARTNERSHIP. DISSOLUTION:

(a) Term. Dissolution: The partnership shall commence on October 28, 1996 and continue thereafter for an unstipulated time ending:

- (i) On the dissolution of the partnership by laws,
- (ii) On the dissolution at any time agreed on by the partners; or
- (iii) On dissolution following sixty (60) days' written notice by the general partner.

(b) Value of Partner's Interest: The value of a general partner's interest in the partnership shall be computed by

(1) adding the totals of:

- (a) his capital account,
- (b) his income account, and
- (c) any other amounts owed to him by the partnership, and

(2) subtracting from the sum of the above totals the sum of the totals of

- (a) his drawing account and
- (b) any amount owed by him to the partnership.

6. CONTRIBUTIONS OF LIMITED PARTNERS: Each limited partner, as his respective share, shall contribute to the capital of the partnership the sum of TWENTY THOUSAND AND NO/100 DOLLARS (\$20,000.00). The anticipated limited partner contributions total \$40,000.00.

7. RETURN OF CAPITAL CONTRIBUTION: On the termination of the interest of a limited partner, there shall be payable to such limited partner, or to his estate, the value of his interest, such payment shall be made within one hundred and eighty (180) days of the termination of the limited partner's interest.

9. SHARE OF PROFITS BY LIMITED PARTNERS: For each share owned, a limited partner shall receive forty nine percent (49%) of the net profits of the partnership after deduction of management fee and reserve account.

10. SHARE OF PROFITS OF GENERAL PARTNER: The General Partner shall receive two percent (2%) of the net profit of the Partnership after deduction of management fee and reserve account.

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11. SUBSTITUTION OF LIMITED PARTNERS: No limited partner may, without written consent of all of the partners, substitute a partner in his stead.

12. ADMISSION OF ADDITIONAL LIMITED PARTNERS: Additional limited partners may be admitted to the partnership on terms as may be agreed on in writing between all the partners and such new partners.

13. RIGHT TO CONTINUE BUSINESS ON DEATH, RETIREMENT, OR INSANITY OF GENERAL PARTNER: On the death, retirement, or insanity of any general partner, the remaining partners shall have the right to elect to continue the business of the partnership under the same name, by themselves, or with any additional persons they may chose. If the partners remaining desire to continue the business, but not together, the partnership may be liquidated.

14. Pursuant to Section 620.192 of the Florida Statutes, Catherine Maria DeGennaro is the initial Registered Agent of this Limited Partnership and the street address of the initial Registered Office of this Limited Partnership is 9470 Balsa Court, Sanibel, Florida 33957

WITNESSETH:

CAPTIVA ISLAND INN, INC.  
General Partner

Ag S. Smith  
[Signature]

BY: Catherine Maria DeGennaro  
Catherine Maria DeGennaro  
President

Attest: \_\_\_\_\_

STATE OF FLORIDA)

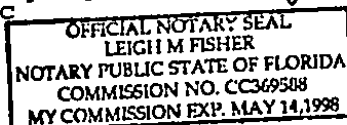
) SS

COUNTY OF LEE )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of October, 1996, by Catherine Maria DeGennaro, individually and as President of Captiva Island Inn, Inc., a Florida Corporation personally known to me or has produced [Signature] as identification and did/did not take an oath.

My commission expires:

[Signature]  
Notary Public



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**AGENT FOR SERVICE OF PROCESS  
ACCEPTANCE**

I hereby accept appointment as Registered Agent of San-Cap Management Group Limited Partnership, upon whom process, tax notice or demands may be served.

*10/25/96.*

*Catherine Maria DeGennaro*  
Catherine Maria DeGennaro

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DIVISION OF CORPORATIONS  
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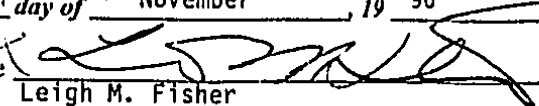
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STATE OF FLORIDA  
OFFICE OF THE COMPTROLLER  
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State Treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State Treasury, which are subject to refund. The following information is submitted to substantiate the claim.

**THE INFORMATION IN THIS BOX WILL BE USED TO WRITE AND MAIL YOUR REFUND CHECK. PLEASE TYPE OR PRINT LEGIBLY.**

Name:	Leigh M. Fisher, Esquire	EIN or SS#:	59-1891140
Address:	P. O. Drawer 1465, 1505 S.E. 40th Street, Cape Coral, FL 33910		
Amount:	\$17.50	Date Paid:	October 26, 1996
Reason for Claim:	Overpayment on 8/28/96 filing of SAN-CAP MANAGEMENT GROUP LIMITED PARTNERSHIP		
A96000002007			
Certified true and correct this 4th day of November, 1996			
Signature  Leigh M. Fisher			
* Must be completed if authority is other than Section 215.26, Florida Statutes.			

RECEIVED  
NOV 13 PM 3:15  
Division of Corporations

<b>Do Not Write in This Box - For Agency Use Only</b>	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	
Amount of recommended refund \$ 17.50	
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on	
State Treasurer's Receipt No. 01172 025 dated 11/05/96	
NAME OF ACCOUNT: 620.0182 452021300014530000000000010000	
Statutory Authority for Collection _____	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: _____ 452021300014530000000022002000	
Certified true and correct this _____ day of _____, 19 _____.	
Department of State, Division of Corporations (Agency)	(Authorized Agency Signature and Title)