

# A96000002173

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)

315 South Calhoun Street Suite 600

(Address)

Tallahassee, Florida 32302

(City, State, Zip)

(Phone #)

425-5625

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NOV 26 PM 1:07

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-12/03/96--01173--007  
\*\*\*\*140.00 \*\*\*\*140.00

## CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ACP-Tampa Bay, Limited Partnership  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy ☐ IAA

☐ Certificate of

FILING  
AGENT FEE 52.50  
C. COPY 35.00  
TOTAL 87.50  
N. BANK  
BALANCE DUE 140.00  
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILING  
AGENT FEE  
C. COPY  
TOTAL  
N. BANK  
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FILING

Examiner's Initials

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**ACP-TAMPA BAY, LIMITED PARTNERSHIP**

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The undersigned general partner represents that it has formed a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), and that it has executed this Certificate of Limited Partnership pursuant to the foregoing Act and states herein as follows:

**I. Name**

The name of the limited partnership is ACP-TAMPA BAY, LIMITED PARTNERSHIP.

**II. Records of the Partnership**

The address of the office in Florida at which place the records of the Partnership shall be maintained is as follows:

1035 South Semoran  
Suite 1007  
Winter Park, Florida 32792

**III. Registered Agent**

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation  
701 Brickell Avenue Suite 3000  
Miami, Florida 33131

**IV. General Partner**

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

ACP-TAMPA BAY, INC.  
1035 South Semoran  
Suite 1007  
Winter Park, Florida 32792

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**V. Mailing Address**

The mailing address of the partnership is as follows:

701 Brickell Avenue Suite 3000  
Miami, Florida 33131

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#### VI. Dissolution


The latest date on which the partnership is to dissolve is November 30, 2040.

#### VII. Purpose.

The sole and exclusive business and purpose of the Partnership shall be (i) to acquire, invest in, hold, manage, operate, finance, refinance, own, improve, renovate, develop, maintain and repair, construct improvements upon, sell, lease, mortgage or otherwise encumber, and dispose of the six office buildings in the office park known as Tampa Bay Park on the property located along the northeast corner of North Hines Avenue and West Dr. Martin Luther King, Jr. Boulevard in Tampa, Hillsborough County, Florida ("Property"); and (ii) to engage in all such other lawful activities as are reasonably incidental to the purpose and business of the Partnership set forth in this Section. Except by the written agreement and decision of all of the Partners, the Partnership shall not engage in any other business or activity. Notwithstanding anything in this Certificate to the contrary, so long as the Property is encumbered by a mortgage, this business purpose shall not be amended in any respect without the prior written consent of the mortgages.

WHEREFORE, the undersigned, the General Partner of the partnership, has executed this Certificate of Limited Partnership on the 26th day of November, 1996.

ACP-TAMPA BAY, INC.,  
a Florida corporation

By:   
Allen C. de Olazarra,  
Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the General Partners ACP-Tampa Bay Limited Partnership, a Florida limited partnership certify:

The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

Further affiant sayeth not.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 26th day of November, 1996.

ACP-TAMPA BAY, INC.,  
as General Partner

By:

  
Allen C. de Olazarra,  
Vice President

STATE OF FLORIDA     §  
                              §  
COUNTY OF DADE     §

The foregoing instrument was acknowledged before me this 26th day of November, 1996, by Allen C. de Olazarra, Vice President of ACP-TAMPA BAY, INC., a General Partner, on behalf of ACP-TAMPA BAY LIMITED PARTNERSHIP, a Florida limited partnership. He who is personally known to me/has produced \_\_\_\_\_ as identification.

(SEAL)

  
Notary Public-State of Florida  
Commission Number:



NANCY M. CISEK  
COMMISSION # CC 471377  
EXPIRES JUN 12, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In compliance with Section 620.105, Florida Statutes, the following is submitted:

First that ACP-TAMPA BAY, LIMITED PARTNERSHIP with its place of business at 1035 South Semoran Blvd., Suite 1007, Winter Park, Florida 32792 has named Intrastate Registered Agent Corporation located at 701 Brickell Avenue, Suite 3000 City of Miami, State of Florida, as its agent to accept service of process within Florida.

ACP-TAMPA BAY, INC., as  
General Partner

By: 

Allen C. de Olazarra,  
Vice President

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 620.192, Florida Statutes.

Dated this 26th day of November, 1996.

INTRASTATE REGISTERED AGENT  
CORPORATION

By: Nina M. Zollo

Name: NINA M. ZOLLO

Title: Vice President

# A96000002173

TODD A. SZERZOY  
Holland and Knight

(Requestor's Name)	
315 South Calhoun Street	Suite 600
(Address)	
Tallahassee, Florida	32302
(City, State, Zip)	(Phone #)

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-01/02/97--01026--002  
\*\*\*210.00 \*\*\*113.75

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

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(Corporation Name) (Document #)
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(Corporation Name) (Document #)
3. \_\_\_\_\_  
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4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☒ Certified Copy

☒ Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**ACP-TAMPA BAY, LIMITED PARTNERSHIP**

This Certificate of Limited Partnership of ACP-Tampa Bay, Limited Partnership, filed November 26, 1996, under Document No. A96000002173, is hereby amended by (i) deleting the last sentence of Article VII Purpose, (ii) adding a limitation as to amendments that can be made to this Certificate as contained in Article VIII, and (iii) restating the Certificate of Limited Partnership in its entirety as follows:

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (the "Act"), does hereby certify as follows:

**I. Name**

The name of the limited partnership is ACP-TAMPA BAY, LIMITED PARTNERSHIP.

**II. Records of the Partnership**

The address of the office in Florida at which place the records of the Partnership shall be maintained is as follows:

1035 South Semoran  
Suite 1007  
Winter Park, Florida 32792

**III. Registered Agent**

The address of the registered office of the partnership and the name of the registered agent for service of process located at that office is as follows:

Intrastate Registered Agent Corporation  
701 Brickell Avenue Suite 3000  
Miami, Florida 33131

**IV. General Partner**

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

ACP-TAMPA BAY, INC.  
1035 South Semoran  
Suite 1007  
Winter Park, Florida 32792

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#### V. Mailing Address

The mailing address of the partnership is as follows:

701 Brickell Avenue Suite 3000  
Miami, Florida 33131

#### VI. Dissolution

The latest date on which the partnership is to dissolve is November 30, 2040.

#### VII. Purpose.

The sole and exclusive business and purpose of the Partnership shall be (i) to acquire, invest in, hold, manage, operate, finance, refinance, own, improve, renovate, develop, maintain and repair, construct improvements upon, sell, lease, mortgage or otherwise encumber, and dispose of the six office buildings in the office park known as Tampa Bay Park on the property located along the northeast corner of North Hines Avenue and West Dr. Martin Luther King, Jr. Boulevard in Tampa, Hillsborough County, Florida ("Property"); and (ii) to engage in all such other lawful activities as are reasonably incidental to the purpose and business of the Partnership set forth in this Section. Subject to Section 10.14 of the Limited Partnership Agreement (as defined below) except by the written agreement and decision of all of the Partners, the Partnership shall not engage in any other business or activity.

#### VIII. Amendments to Certificate of Limited Partnership and Limited Partnership Agreement

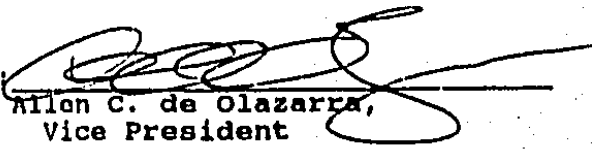
Neither this Certificate of Limited Partnership, as amended pursuant to this Amended and Restated Certificate of Limited Partnership, nor the Limited Partnership Agreement of ACP-Tampa Bay, Limited Partnership dated as of November 26, 1996, as amended, pursuant to that Amendment of Limited Partnership Agreement of ACP-Tampa Bay, Limited Partnership dated as of December 27, 1996 (as amended, the "Limited Partnership Agreement"), shall be amended, modified, supplemented, revoked, cancelled or annulled without the prior written consent of ALI Inc. as long as any obligations remain outstanding under the Loan Documents (as defined in that certain Loan Agreement among, other parties, ACP-Tampa Bay, Limited Partnership and ALI Inc. dated December 27, 1996.



WHEREFORE, the undersigned, the General Partner of the Partnership, has duly executed this Amended and Restated Certificate of Limited Partnership on the 27th day of December 1996.

ACP-TAMPA BAY, INC.,  
a Florida corporation

By:

  
Allen C. de Olazarra,  
Vice President

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