

# A96000002253

LAW OFFICE  
**BAKER, DONELSON, BEARMAN & CALDWELL**

A PROFESSIONAL CORPORATION  
FIRST TENNESSEE BUILDING  
165 MADISON AVENUE

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TENNESSEE

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HUNTSVILLE

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JACKSON

WASHINGTON, D.C.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5 DEC -2 AM 10:16

FILED

Theresa B. Wittjen  
DIRECT DIAL (901) 577-2103

November 27, 1996

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

800002017278--1  
-12/02/96--01050--008  
\*\*\*\*787.50 \*\*\*\*787.50

RE: The Tides at Tops'l, Ltd.

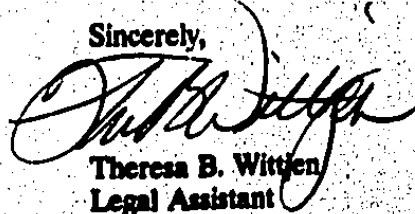
CM

Dear Sir or Madam:

Please accept for filing, in duplicate, the Certificate of Limited Partnership and Affidavit of Capital Contributions for The Tides at Tops'l, Ltd. together with a filing fee in the amount of \$787.50.

Upon completion of the filing, please forward a certified copy of the Certificate of Limited Partnership to the undersigned at the address on the above letterhead.

Sincerely,

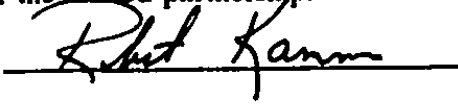


Theresa B. Wittjen  
Legal Assistant

TBW/kk  
Enclosure

cc: Roy Keathley

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE TIDES AT TOPS'L, LTD.**

1. The name of the limited partnership is The Tides at Tops'l, LTD.
2. The business address of the limited partnership is 4000 Sandestin Blvd. South, Destin, Walton County, Florida 32541.
3. The name of the registered agent for service of process is Robert Kamm.
4. The address of the registered agent set forth in paragraph 3. above for service of process is 4000 Sandestin Blvd. South, Destin, Walton County, Florida 32541.
5. By his signature below, the registered agent hereby accepts his designation as registered agent for the limited partnership:  

6. The mailing address of the limited partnership is 4000 Sandestin Blvd. South, Destin, Florida 32541.
7. The latest date on which the partnership is to be dissolved is December 31, 2046.
8. The name and address of the sole general partner are as follows:

THE TIDES AT TOPS'L, INC.,  
a Florida Corporation  
4000 Sandestin Blvd. South  
Destin, Florida 32541

Under 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.

WITNESS MY HAND this 25<sup>th</sup> day of November, 1996.

THE TIDES AT TOPS'L, LTD.

THE TIDES AT TOPS'L, INC.,  
A Florida Corporation

BY:   
Frank L. Flautt, President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF  
THE TIDES AT TOPS'L, LTD.**

The undersigned, the sole general partner, of The Tides at Tops'l, LTD., a Florida limited partnership hereby certifies that the amount of capital contributions to date of the limited partners is 100,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals 100,000.

**FURTHER AFFIANT SAYETH NOT.**

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

**THE TIDES AT TOPS'L, LTD.**

**THE TIDES AT TOPS'L, INC.,  
A Florida corporation and sole  
General Partner**

BY: Frank L. Flautt  
TITLE: Frank L. Flautt, President

FILED  
15 DEC -2 4:10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA