

# A96000002322

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: The Charles L. Clements

J.R. Family Limited  
Partnership, 41.10

☐ Capital Express™  
☐ Art. of Inc. File  
☐ Corp. Record Search  
☒ Ltd. Partnership File  
☐ Foreign Corp. File  
☒ Cert. Copy(s)

☐ Art. of Amend. File  
☐ Dissolution/Withdrawal  
☐ C U B.  
☐ Fictitious Name File

☐ Name Reservation  
☐ Annual Report/Reinstatement  
☐ Reg. Agent Service  
☐ Document Filing

☐ Corporate Kit  
☐ Vehicle Search  
☐ Driving Record  
☐ Document Retrieval

☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ File No.'s, \_\_\_\_\_ Copies  
☐ Courier Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prep.  
☐ FAX ( ) pgs.

SUBTOTALS \_\_\_\_\_

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY MPD

WALK-IN  
 Will Pick Up 12-16-120

DISBURSED  
 FILED  
 95 DEC 16 PM 2:45  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

100002025711--6  
 -12/23/96--01003-012  
 \*\*\*1785.00 \*\*\*1785.00

RECEIVED  
 95 DEC 16 AM 9:10  
 DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
THE CHARLES L. CLEMENTS, JR.  
FAMILY LIMITED PARTNERSHIP #1  
A Florida Limited Partnership**

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TALLAHASSEE, FLORIDA

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is THE CHARLES L. CLEMENTS, JR. FAMILY LIMITED PARTNERSHIP #1.

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description, and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 9335 S.W. 116th Street, Miami, Dade County, Florida 33156, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Charles L. Clements, III at 9335 S.W. 116th Street, Miami, Florida 33156, who acknowledges by his, her or its signature hereunder, that he, she or it accepts same.

5. The General Partner. The name and business address of the General Partner is as follows:

**GENERAL PARTNER**

CLEMENTS CORPORATION

**PLACE OF BUSINESS**

9335 S.W. 116th Street  
Miami, Florida 33156

6. Mailing Address. The mailing address of the Limited Partnership is 9335 S.W. 116th Street, Miami, Florida 33156.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December

31, 2036, unless sooner dissolved by law or by agreement of the parties of the parties hereto or unless extended by a majority agreement of the Partners.

8. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

9. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

10. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

11. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the partners, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

12. Additional Limited Partners. The General Partners may admit additional limited partners.

13. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

14. Continuance of Business. Upon the death, retirement or insanity of the "surviving General Partner", the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

15. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

16. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "B," Affidavit of the Amount of the Capital Contributions

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TALLAHASSEE, FLORIDA

of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$ <sup>approx.</sup> 376,128.00.


IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 18<sup>th</sup> day of October, 1996.

GENERAL PARTNER:

CLEMENTS CORPORATION

By: 

CHARLES L. CLEMENTS, III  
President

  
CHARLES L. CLEMENTS, III,  
Registered Agent

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**SCHEDULE "B"**

**THE CHARLES L. CLEMENTS, JR. FAMILY LIMITED PARTNERSHIP #1**

**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL  
CONTRIBUTIONS OF THE LIMITED PARTNERS,  
AND ANY AMOUNT ANTICIPATED TO BE  
CONTRIBUTED BY THE LIMITED PARTNERS**

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TALLAHASSEE, FLORIDA

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partnership of the Charles L. Clements, Jr. Family Limited Partnership #1 is \$ 0.
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ approx. \$376,128.00

CLEMENTS CORPORATION

By: [Signature]

CHARLES L. CLEMENTS, III. Pres.

Dated: 10/18/96

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 18 day of October, 1996, by Charles L. Clements, III, who is personally known to me, or, if not, produced the following form of identification: F.O.L.

[Signature]  
NOTARY PUBLIC



# F96000002322

LAW OFFICES  
SMITH HULSEY & BUSEY

1800 FIRST UNION NATIONAL BANK TOWER  
222 WATER STREET  
POST OFFICE BOX 53318  
JACKSONVILLE, FLORIDA 32201-2318

MICHAEL M. BAJALIA  
DENNIS L. BLACKBURN  
JAMES A. BOLLING  
STEPHEN D. BUSEY  
DOUGLAS D. CHUNN  
E. LANIER DREW  
DIANA S. FARHAT  
MARTIN A. FITZPATRICK  
MICHAEL R. FREED  
EARL E. GODOE, JR.  
JEANNE E. HELTON  
CYNTHIA C. JACKSON  
O. PRESTON KEYES  
WILLIAM E. NUNTE  
LAUREN M. LANGHAM  
M. RICHARD LEWIS, JR.  
JOHN F. MACLENNAN  
RAYMOND R. MAGLEY  
MARJORIE CONNER MAKAN  
BRADLEY N. MARREY

E. OWEN McCULLER, JR.  
R. LEANNE MARRIOTT  
MARY E. McMANUS  
JEANNE M. MILLER  
STEPHEN D. MOORE, JR.  
JAMES H. POST  
BRYAN L. PUTNALL  
E. LANNY RUSSELL  
JOEL BETTENHORN, JR.  
TIM E. SLEETH  
HOWARD J. SMITH  
JOHN M. SMITH, JR.  
JAMES J. TAYLOR, JR.  
MELISSA S. TURNER  
HERSCHEL T. VINYARD, JR.  
TIMOTHY W. VOLPE  
WADDELL A. WALLACE III  
LESLIE A. WICKES  
HARRY M. WILSON, III  
KARL A. ZILLOTT

LLOYD SMITH  
(904-355-1987)  
MARK HULSEY  
JOHN E. THRASHER  
OF COUNSEL  
TELEPHONE  
904-355-7700  
FACSIMILE  
904-355-7708  
904-353-9808

October 10, 1996

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

400002318924--0  
-10/13/97--01100--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Inn 2000, Inc.

Gentlemen:

Enclosed is a Statement of Change of Registered Office or Registered Agent, or Both for Corporation for Inn 2000, Inc. together with our firm's check for \$35 in payment of the registered agent fee.

Very truly yours,

*Kathleen Haggerty*  
Kathleen Haggerty  
Legal Assistant

Enclosures  
kh: 220986

VS OCT 20 1997

RA Chg

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TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH FOR CORPORATION**

Pursuant to the provisions of Section 607.0501 and 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: **Inn 2000, Inc.**
- 1b. The mailing address of the corporation is: **601 Beachview Drive  
St. Simons Island, GA 31522**
- 1c. Date of incorporation: **5/9/96** Document number: **F96000002322**

2. The name and address of the current registered agent and office:

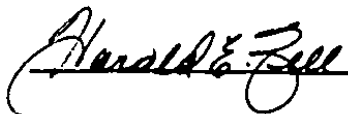
**RAX CO., a Florida corporation  
c/o Mahoney Adams & Criser, P.A.  
50 N. Laura Street, 3400 Barnett Center  
Jacksonville, FL 32202**

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

**Smith Hulsey & Busey  
225 Water Street, Suite 1800  
Jacksonville, FL 32202**

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors or by an office so authorized by the Board.

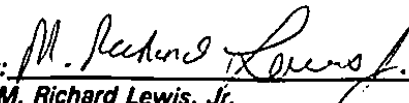


Dated: Aug 28, 1997

**Harold E. Zell, President**  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

**SMITH HULSEY & BUSEY**

By:   
**M. Richard Lewis, Jr.**  
Vice-President

Dated: October 10, 1997

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