

Document Number Only

A 96 0000002 330

OF CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC 16 PM 4:34

300002039053-1-3

-12/18/96--01104--024

***1837.50 ***1837.50

Gator Capital, Ltd.

RECEIVED
96 DEC 16 PM 12:44
DIVISION OF CORPORATIONS

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☒ Limited Partnership (FL)

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ After 4:30

☒ Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

CR2E031 (1-89)

12-16

G. FAX	1750.00
FILING	35.00
R. AGENT FEE	52.52
C. COPY	1837.50
TOTAL	
N. BANK	
BALANCE DUE	
RETTING	

File 2nd
12/16/96

CERTIFICATE OF LIMITED PARTNERSHIP

OF

GATOR CAPITAL, LTD.

The undersigned, for the purpose of forming a limited partnership under the Revised Florida Uniform Limited Partnership Act, F.S. Chapter 620, hereby makes, acknowledges, and files the following Certificate of Limited Partnership.

I.

NAME

The name of the limited partnership shall be GATOR CAPITAL, LTD. (the "Partnership"). The mailing address and the business address of the principal office of the Partnership shall be c/o Greystone Realty Corporation, Two Pickwick Plaza, Greenwich, CT 06830.

II

DURATION

The Partnership shall commence its existence on the date this Certificate of Limited Partnership is filed with the Florida Department of State. The latest date upon which the Partnership is to be dissolved is 12:00 midnight on December 31, 2020.

III

PURPOSES AND POWERS

The general purposes for which the Partnership is organized are to invest in a partnership which will engage in the real estate development business in Lee County, Florida and to transact any lawful business for which a limited partnership may be organized under the laws of the State of Florida. The Partnership shall have all the powers granted to a limited partnership under the laws of the State of Florida.

IV

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Partnership in the State of Florida is:
CT Corporation System

FILED
SECRETARY OF CORPORATIONS
96 DEC 16 PM 4:34

1200 South Pine Island Road
Plantation, FL 33324

V

NAME AND ADDRESS OF GENERAL PARTNER

The name and address of the general partner of the Partnership is:

NAME

ADDRESS

L-96000001305
Gator Capital, L.C.,
a Florida Limited
Liability Company

c/o Greystone Realty Corporation
Two Pickwick Plaza
Greenwich, CT 06830
Attention: Jean-Marie Murphy

IN WITNESS WHEREOF, the undersigned, as the duly authorized agent of a member of the general partner, has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 12th day of December, 1996.

GATOR CAPITAL, L.C., a Florida Limited
Liability Company

By its Member NEW YORK LIFE INSURANCE
COMPANY

By:


Charles J. Mauckhardt, its
Authorized Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 16 PM 4:34

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
GATOR CAPITAL, LTD.**

The undersigned, constituting the sole general partner of the Partnership, certifies that:

The amount of capital contribution to date of the limited partners is: 0.

The total amount anticipated to be contributed by the limited partners at this time totals \$3,754,417.00 .

Signed this 12th day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated therein are true and correct.

GATOR CAPITAL, L.C., a Florida
Limited Liability Company

By a Managing Member, NEW YORK LIFE
INSURANCE COMPANY

[Signature]
Charles J. Lauckhardt, its
Authorized Agent

STATE OF CONNECTICUT)
COUNTY OF FAIRFIELD) ss

The foregoing instrument was acknowledged before me this 12th day of December, 1996 by Charles J. Lauckhardt, who is known to me or has produced the following type of identification:

Vice Chairman

[Signature]
Notary Public, State of Connecticut

(Printed Name of Notary Public)

Commission No.: JANE A. JABLONSKI

Commission Expires: NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 1997



ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Certificate of Limited Partnership of GATOR CAPITAL, LTD., as the registered agent of said limited partnership, hereby consents to the appointment of the undersigned as registered agent of the Partnership. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited partnership under Florida law.

FILED STATE
SECRETARY OF CORPORATIONS
JUN 16 PM 4:34

CT CORPORATION SYSTEM

By: _____

Title: _____

Registered Agent **CONNIE BRYAN**
SPECIAL ASSISTANT SECRETARY