

# A97000002164



1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

**WALK IN**

**PICK UP**

10/7/97 1:00 <sup>HB</sup> ☺



CERTIFIED COPY

CUS

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FILING

Ltd

1.) Evelyn F. CRAIG Family Partnership, Ltd.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

U. TAX	_____
FILING	<u>52.50</u>
R. AGENCY FEE	<u>35.00</u>
C. COPY	<u>52.50</u>
TOTAL	<u>140.00</u>
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

BK  
10/7/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 12:00

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-10/09/97-01058-021  
\*\*\*\*140.00 \*\*\*\*140.00

RECEIVED  
97 OCT -7 AM 10:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
EVELYN F. CRAGG FAMILY PARTNERSHIP, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 12:00

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited Partnership, hereby state the following:

1. The name of the Partnership is EVELYN F. CRAGG FAMILY PARTNERSHIP, LTD.
2. The character of the business to be conducted by the Partnership is to engage in the business of owning various security and investments for long term growth, including but not limited to stocks, bonds, limited partnerships, real estate, and other security instruments as the General Partners may purchase or sell on behalf of the partnership in the United States of America and for any other lawful business activity. The Partnership shall have the power and authority to purchase, own, and hold various securities, including but not limited to stocks, bonds, limited partnership interests, real estate, and other security instruments. The Partnership shall also have the power to pledge, lien and encumber the securities it owns in connection with its ownership and execute any and all ancillary documents related to such encumbrance.
3. The location and mailing address of the principal place of business of the Partnership is 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on

December 31, 2050, unless sooner terminated by consent of the General Partners or pursuant to the terms and conditions of the Limited Partnership Agreement.

5. The names, places of business, units and percentage of shares of the General Partners

are:

	<u>Units</u>	<u>Percentage Owned</u>
Susan Stebbins 84 Upland Road Brookline, MA 02146	4	0.4%
Elisabeth de Manio 1279 Whitehall Place Sarasota, FL 34242	4	0.4%
Nancy Lincoln 43 Hedge Road Brookline, MA 02146	4	0.4%

6. The names, places of business, number of units and percentage share of the Limited

Partners are:

	<u>Units</u>	<u>Percentage Owned</u>
Evelyn F. Cragg Trust dated 4/11/90 Evelyn F. Cragg, Trustee Winter Park Towers & Village North 1804 Summerfield Winter Park, Florida 32792	988	98.8%

7. The General Partners shall be required to make an initial capital contribution of cash in the total amount of \$12.00.

DIVISION OF CORPORATIONS  
 SECRETARY OF STATE  
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 FILED STATEMENTS

8. The Limited Partners shall be required to make an initial total capital contribution of securities or cash in the total amount of \$988.00.

9. The Limited Partners may be required to make additional capital contributions to the Partnership.

10. The Limited Partners shall not be entitled to the return of their capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

11. The share of the profits or other compensation by way of income which the Limited Partners shall receive by reason of their capital contributions is a total of ninety-eight and eight-tenths percent (98.8%) in accordance with Paragraph 6 above.

12. The Limited Partners have the right to substitute an assignee of their Partnership interest as a contributor in their place only with the written consent of the General Partners, and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partners, executing any additional instruments the General Partners deem necessary and paying to the Partnership all costs involved in making this amendment.

13. The General Partners have the right to admit additional Limited Partners.

14. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partners, or the death or adjudication of incompetency of the General Partners, the Partnership will be dissolved unless within sixty (60) days after such event the Limited Partners elect to continue the business of the Partnership and select a substitute General Partner who agrees in writing to accept such selection.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 17 PM 12:00

15. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be distributed, pursuant to the terms of the Partnership Agreement, partnership property distributed in kind.

16. This Certificate may be executed in any number of counterparts, each of which, when executed, shall be deemed to be an original and all of which together shall deemed to be one and the same instrument.

IN WITNESS WHEREOF, we have hereunto set our hands this 19<sup>th</sup> day of September, 1997, effective upon filing with the Florida Secretary of State.

**"General Partners"**

*Susan Rice Stebbins*  
*Rice*

\_\_\_\_\_  
SUSAN STEBBINS

\_\_\_\_\_  
ELISABETH de MANIO

\_\_\_\_\_  
NANCY LINCOLN

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 12:00

**"Limited Partners"**

**EVELYN F. CRAGG TRUST DATED 4/11/90,  
EVELYN F. CRAGG, TRUSTEE**

By: \_\_\_\_\_  
Evelyn F. Cragg, Trustee

15. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be distributed, pursuant to the terms of the Partnership Agreement, partnership property distributed in kind.

16. This Certificate may be executed in any number of counterparts, each of which, when executed, shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, we have hereunto set our hands this 11<sup>th</sup> day of September, 1997, effective upon filing with the Florida Secretary of State.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT -7 PM 12:00

**"General Partners"**

\_\_\_\_\_  
SUSAN STEBBINS

Elizabeth C. de Manio  
ELISABETH de MANIO

\_\_\_\_\_  
NANCY LINCOLN

**"Limited Partners"**

EVELYN F. CRAGG TRUST DATED 4/11/90,  
EVELYN F. CRAGG, TRUSTEE

By: Evelyn F. Cragg  
Evelyn F. Cragg, Trustee

15. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be distributed, pursuant to the terms of the Partnership Agreement, partnership property distributed in kind.

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IN WITNESS WHEREOF, we have hereunto set our hands this 19 day September, 1997, effective upon filing with the Florida Secretary of State.

**"General Partners"**

\_\_\_\_\_  
SUSAN STEBBINS

\_\_\_\_\_  
ELISABETH de MANIO

*Nancy C. Lincoln*  
\_\_\_\_\_  
NANCY LINCOLN

**"Limited Partners"**

**EVELYN F. CRAGG TRUST DATED 4/11/90,  
EVELYN F. CRAGG, TRUSTEE**

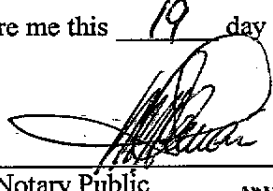
By: \_\_\_\_\_  
Evelyn F. Cragg, Trustee

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT -7 PM 12:00

STATE OF MASSACHUSETTS  
COUNTY OF NORFOLK

The foregoing instrument was acknowledged before me this 19 day of Sept, 1997, by Susan Stebbins.

- Personally known to me.
- Produced identification:  
Type: MASS DL



Notary Public  
**ALYSIS ALEMAN**  
Notary Public  
My Commission Expires November 4, 1999

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 7 7 PM 12:00

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by Elisabeth de Manio.

- Personally known to me.
- Produced identification:  
Type: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

STATE OF MASSACHUSETTS  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by Nancy Lincoln.

- Personally known to me.
- Produced identification:  
Type: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by Evelyn F. Cragg, as Trustee of the Evelyn F. Cragg Trust dated 4/11/90.

- Personally known to me.
- Produced identification:  
Type: \_\_\_\_\_

\_\_\_\_\_  
Notary Public



FILED STATE  
SECRETARY OF CORPORATIONS  
97 OCT -7 PM 12:00

STATE OF MASSACHUSETTS  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by Susan Stebbins.

- Personally known to me.
- Produced identification:  
Type: \_\_\_\_\_

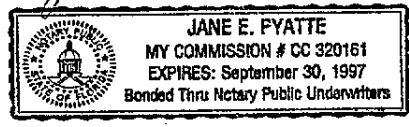
\_\_\_\_\_  
Notary Public

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of September, 1997, by Elisabeth de Manio.

- Personally known to me.
- Produced identification:  
Type: \_\_\_\_\_

Jane E Pyatte  
Notary Public



STATE OF MASSACHUSETTS  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by Nancy Lincoln.

- Personally known to me.
- Produced identification:  
Type: \_\_\_\_\_

\_\_\_\_\_  
Notary Public

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of September, 1997, by Evelyn F. Cragg, as Trustee of the Evelyn F. Cragg Trust dated 4/11/90.

- Personally known to me.
- Produced identification:  
Type: \_\_\_\_\_

Dolores T. Field  
Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT - 7 97 PM 12: 00

STATE OF MASSACHUSETTS  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by Susan Stebbins.

- Personally known to me.
- Produced identification:

Type: \_\_\_\_\_ Notary Public

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by Elisabeth de Manio.

- Personally known to me.
- Produced identification:

Type: \_\_\_\_\_ Notary Public

STATE OF MASSACHUSETTS  
COUNTY OF NORFOLK

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of SEPTEMBER 1997, by Nancy Lincoln.

- Personally known to me.
- Produced identification:

Type: COMM. OF MASS. DRIVERS LIC. # 229548156 Exp. 11-7-98

  
Notary Public

My Commission Expires September 28, 2001

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1997, by Evelyn F. Cragg, as Trustee of the Evelyn F. Cragg Trust dated 4/11/90.

- Personally known to me.
- Produced identification:

Type: \_\_\_\_\_ Notary Public

**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION  
OF EVELYN F. CRAGG FAMILY PARTNERSHIP, LTD.**

FILED STATE  
DIVISION OF CORPORATIONS  
97 OCT - 7 PM 12: 00

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

First, that Evelyn F. Cragg Family Partnership, Ltd., with its place of business at 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789, has named Robert P. Saltsman, 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

**EVELYN F. CRAGG FAMILY  
PARTNERSHIP, LTD.,**  
a Florida limited Partnership

*Susan Ricci Stebbins*  
By: *R Ricci*  
Susan Stebbins, General Partner

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Elisabeth de Manio, General Partner

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Nancy Lincoln, General Partner

Date: \_\_\_\_\_

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 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.

*Robert Saltsman*  
\_\_\_\_\_  
Robert P. Saltsman

Date: 9/29/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 12:00

**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION  
OF EVELYN F. CRAGG FAMILY PARTNERSHIP, LTD.**

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

First, that Evelyn F. Cragg Family Partnership, Ltd., with its place of business at 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789, has named Robert P. Saltsman, 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

**EVELYN F. CRAGG FAMILY  
PARTNERSHIP, LTD.,**  
a Florida limited Partnership

By: \_\_\_\_\_  
Susan Stebbins, General Partner

Date: \_\_\_\_\_

By: Elizabeth C. de Manio  
Elizabeth de Manio, General Partner

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Nancy Lincoln, General Partner

Date: \_\_\_\_\_

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 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.

\_\_\_\_\_  
Robert P. Saltsman

Date: \_\_\_\_\_

**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION  
OF EVELYN F. CRAGG FAMILY PARTNERSHIP, LTD.**

FILED STATE  
SECRETARY OF CORPORATIONS  
97 OCT -7 PM 12:00

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

First, that Evelyn F. Cragg Family Partnership, Ltd., with its place of business at 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789, has named Robert P. Saltsman, 222 W. Comstock Avenue, Suite 210, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.

**EVELYN F. CRAGG FAMILY  
PARTNERSHIP, LTD.,**  
a Florida limited Partnership

By: \_\_\_\_\_  
Susan Stebbins, General Partner

Date: \_\_\_\_\_

By: \_\_\_\_\_  
Elisabeth de Manio, General Partner

Date: \_\_\_\_\_

By: Nancy Lincoln  
Nancy Lincoln, General Partner

Date: \_\_\_\_\_

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 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.

\_\_\_\_\_  
Robert P. Saltsman

Date: \_\_\_\_\_

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 12:00

**AFFIDAVIT FOR CERTIFICATE OF LIMITED PARTNERSHIP  
OF EVELYN F. CRAGG FAMILY PARTNERSHIP, LTD.**

STATE OF MASSACHUSETTS  
COUNTY OF Norfolk

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared Susan Stebbins, a General Partner of Evelyn F. Cragg Family Partnership, Ltd., ("Affiant"), who being first duly sworn, deposes and says:

1. That the total contributed by the Limited Partners to Evelyn F. Cragg Family Partnership, Ltd. is as follows:

<u>Limited Partners</u>	<u>Amount</u>
Evelyn F. Cragg Trust dated 4/11/90	\$988.00

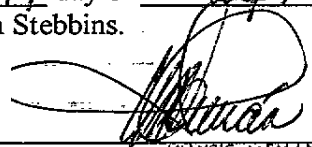
2. That the anticipated total capital contribution by the Limited Partners to Evelyn F. Cragg Family Partnership, Ltd. is as follows:

<u>Limited Partners</u>	<u>Amount</u>
Evelyn F. Cragg Trust dated 4/11/90	\$988.00

**FURTHER AFFIANTS SAYETH NAUGHT.**

Susan Ricci Stebbins  
SUSAN STEBBINS  
*Ricci*

Sworn to and subscribed before me  
on this 19 day of Sept, 1997  
by Susan Stebbins.



Notary Public  
ULLYSIS ALEMAN  
Notary Public  
My Commission Expires November 4, 1999

Personally known to me.  
 Produced identification:  
Type: MARS DL

STATE OF FLORIDA

COUNTY OF Sarasota

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared Elisabeth de Manio, a General Partner of Evelyn F. Cragg Family Partnership, Ltd., ("Affiant"), who being first duly sworn, deposes and says:

1. That the total contributed by the Limited Partners to Evelyn F. Cragg Family Partnership, Ltd. is as follows:

<u>Limited Partners</u>	<u>Amount</u>
Evelyn F. Cragg Trust dated 4/11/90	\$988.00

2. That the anticipated total capital contribution by the Limited Partners to Evelyn F. Cragg Family Partnership, Ltd. is as follows:

<u>Limited Partners</u>	<u>Amount</u>
Evelyn F. Cragg Trust dated 4/11/90	\$988.00

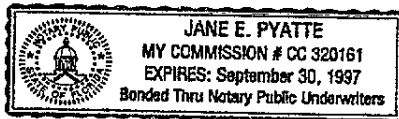
**FURTHER AFFIANT SAYETH NAUGHT.**

Elisabeth C. de Manio  
**ELISABETH de MANIO**

Sworn to and subscribed before me, on this 11<sup>th</sup> day of September, 1997 by Elisabeth de Manio.

Personally known to me.  
 Produced identification:  
Type: \_\_\_\_\_

Jane E. Pyatte  
Notary Public



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OCT - 7 PM 12:00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT -7 PM 12:00

STATE OF MASSACHUSETTS  
COUNTY OF Norfolk

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared Nancy Lincoln, a General Partner of Evelyn F. Cragg Family Partnership, Ltd., ("Affiant"), who being first duly sworn, deposes and says:

1. That the total contributed by the Limited Partners to Evelyn F. Cragg Family Partnership, Ltd. is as follows:

<u>Limited Partners</u>	<u>Amount</u>
Evelyn F. Cragg Trust dated 4/11/90	\$988.00

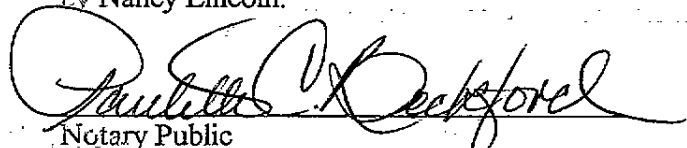
2. That the anticipated total capital contribution by the Limited Partners to Evelyn F. Cragg Family Partnership, Ltd. is as follows:

<u>Limited Partners</u>	<u>Amount</u>
Evelyn F. Cragg Trust dated 4/11/90	\$988.00

**FURTHER AFFIANT SAYETH NAUGHT.**

  
\_\_\_\_\_  
NANCY LINCOLN

Sworn to and subscribed before me  
on this 19<sup>th</sup> day of SEPTEMBER, 1997  
by Nancy Lincoln.

  
\_\_\_\_\_  
Notary Public

Personally known to me.  
 Produced identification:  
Type: COMM. OF MASS. DRIVERS  
LIC. # 229548156 EXP. 11-7-98

~~My Commission Expires September 28, 2001~~