

A97000002332

Document Number Only

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT 27 PM 1:40

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

200002332732-1  
-10/29/97-01087-020  
\*\*\*1837.50 \*\*\*1837.50

CORPORATION(S) NAME

Roger L. Woerner Family Limited Partnership

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

KWM

Document

Examiner

KWM

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

10/27

W97-24390

1750.00 - filing fees

35.00 - RA

52.50 - cert. copy

CR2E031 (1-89)

Returned Check -  
1837.50



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97 OCT 27 PM 1:40

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 27, 1997

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP  
Ref. Number: W97000024390

We have received your document for ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 197A00052136

\* Please backdate filing to:  
October 27, 1997.

RECEIVED  
97 OCT 28 PM 12:12  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
Thank

KAY, PANZL & LATHAM, LLP

ATTORNEYS AT LAW

390 NORTH ORANGE AVENUE, SUITE 600  
ORLANDO, FLORIDA 32801  
TELEPHONE: (407) 481-5800  
FACSIMILE: (407) 481-5801

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DIVISION OF CORPORATIONS  
97 OCT 27 PM 1:41

ROBERT J. GRONEK

POST OFFICE BOX 3353  
ORLANDO, FLORIDA 32802

October 24, 1997

FLORIDA SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
Limited Partnership Section  
409 E. Gaines Street  
Tallahassee, FL 32314  
ATTN: Ms. Kenny Manning

**RE: Certificates of Limited Partnership**

Dear Ms. Manning:

Enclosed for filing are original Certificates of Limited Partnership for the following Limited Partnerships:

Edward J. Woerner Family Limited Partnership, A Florida Limited Partnership  
George A. Woerner Family Limited Partnership, A Florida Limited Partnership  
Edward E. Woerner Family Limited Partnership, A Florida Limited Partnership  
Lester J. Woerner Family Limited Partnership, A Florida Limited Partnership  
Larry J. Woerner Family Limited Partnership, A Florida Limited Partnership  
Roger L. Woerner Family Limited Partnership, A Florida Limited Partnership

Also enclosed are six checks, each in the amount of \$1,837.50 to cover the filing fees for each partnership; to wit, \$1,750 for the maximum amount of capital contributions, \$35.00 registered agent designation, and \$52.50 for the certified copy. Also enclosed with each original Certificate of Limited Partnership is a duplicate original to which we would appreciate your affixation of your file-date stamp. Please return the file-stamp dated duplicate originals via the CT Corporation's representative delivering the enclosed. Once the certified copies are ready, please contact CT Corporation at 904/222-1092 for their return to me.

My office will be contacting you this afternoon for confirmation of filing. If you have any questions regarding the foregoing, please do not hesitate to contact me. Thank you for your assistance.

*Different Entities  
same wording in  
affidavit (see circled example)*

Very truly yours,

*Robert J. Gronek*  
Robert J. Gronek

RJG/mrw  
Enclosures

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DIVISION OF CORPORATIONS  
97 OCT 27 PM 1:41

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP**

a Florida Limited Partnership

The undersigned, being desirous of forming a limited partnership pursuant to the laws of the state of Florida, hereby certifies as follows:

1. Name of Limited Partnership. The name of the limited partnership is **ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership").

2. Recordkeeping Office. The records of the Partnership shall be kept at 505 S. Flagler Drive, Suite 606, West Palm Beach, Florida 33401.

3. Agent for Service of Process; Address of Registered Agent. The initial agent of the Partnership for service of process shall be KPL Services, Inc., 390 N. Orange Avenue, Suite 600, Orlando, Florida 32801.

4. General Partner. The name and business address of the sole initial general partner of the Partnership is as follows:

| <u>Name</u>                                  | <u>Address</u>   |
|--|--|
| 997-90179<br>Woerner Alabama Marketing, Inc. | 505 S. Flagler Drive, Suite 606<br>West Palm Beach, FL 33401 |

5. Address of Partnership. The mailing address of the Partnership is 505 S. Flagler Drive, Suite 606, West Palm Beach, Florida 33401.

6. Date of Dissolution. The latest date on which the Partnership is to dissolve is December 31, 2050.

7. Capital Contributions. Pursuant to Florida Statute Section 620.108, an affidavit setting forth the present and anticipated capital contributions of the initial limited partner of the Partnership is attached hereto as **Exhibit A**.

**IN WITNESS WHEREOF**, the undersigned General Partner has executed this Certificate of Limited Partnership on this 24th day of October, 1997.

**WOERNER ALABAMA MARKETING, INC.**

By: \_\_\_\_\_

Joseph R. Panzl, President

ACCEPTANCE OF APPOINTMENT

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DIVISION OF CORPORATIONS

97 OCT 27 PM 1:41

The undersigned, KPL Services, Inc., by its President, Joseph R. Panzl, hereby acknowledges and accepts its appointment as registered agent of **ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP**, a Florida limited partnership (the "Partnership"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Partnership Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 620 of the Florida Statutes.

Dated this 24<sup>th</sup> day of October, 1997.

**KPL SERVICES, INC.**

By: Joseph R. Panzl  
Joseph R. Panzl, President

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**EXHIBIT A**

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
OF  
ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP**

97 OCT 27 PM 1:41

a Florida Limited Partnership

The undersigned, being the initial general partner of **ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP** (the "Partnership"), having been first duly sworn, hereby declares as follows:

1. The limited partner of the Partnership has made an initial capital contribution to the Partnership in the amount of \$1,620,000.
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$1,620,000.

FURTHER AFFIANT SAYETH NOT.

**WOERNER ALABAMA MARKETING, INC.,**  
a Florida corporation

By:

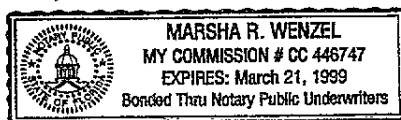
*Joseph R. Panzl*  
Joseph R. Panzl, President

STATE OF FLORIDA       )  
                                      ) SS.  
COUNTY OF ORANGE    )

Before me, the undersigned authority, personally appeared Joseph R. Panzl, who is the President of **WOERNER ALABAMA MARKETING, INC.**, a Florida corporation, and who is personally known to me, and, having been duly sworn, acknowledged that he signed the foregoing for the purposes set forth therein.

Dated this 27th day of October, 1997.

(Notarial Seal)



*Marsha R. Wenzel*  
Notary Public, State of Florida  
Print Name: Marsha R. Wenzel  
Commission Expires: March 21, 1999