



THE UNITED STATES  
CORPORATION  
COMPANY

A97000002745

File 3rd

ACCOUNT NO. : 072100000032

REFERENCE : 639347 7141627

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 140.00

ORDER DATE : December 17, 1997

ORDER TIME : 12:38 PM

ORDER NO. : 639347-025

100002375131--5

CUSTOMER NO: 7141627

CUSTOMER: Mr. John C. Laurie  
MR. JOHN C. LAURIE

4404-14th Avenue

Bradenton, FL 34208

DOMESTIC FILING

NAME: SUMMIT CAPITAL, LTD.

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

FILED RECEIVED  
97 DEC 17 PM 4:07  
97 DEC 17 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

BK  
12/17/97

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**SUMMIT CAPITAL, LTD.**

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TALLAHASSEE FLORIDA

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 states the following:

1. The name of the Partnership is:

**Summit Capital, Ltd.**

2. The business and purpose of the Partnership shall be to engage in any lawful act or activity in which a partnership may engage, including, but without limitation, to engage generally in any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of or otherwise dealing in or with any interests or rights in any real or personal property, directly or through one or more other partnerships or other entities or arrangements.
3. The initial location and mailing address of the principal place of business of the Partnership is 4404 – 14<sup>th</sup> Avenue East, Bradenton, Florida 34208.
4. The initial registered agent for service of process of this Partnership and the street address of the initial registered office of this Partnership are:

Summit Capital Corp.  
4404 – 14<sup>th</sup> Avenue East  
Bradenton, Florida 34208

997000166107

5. The term for which the Partnership is to exist shall commence effective January 1, 1998, and shall continue until the close of business on December 31, 2050, unless sooner terminated by the General Partner or pursuant to the terms and conditions of the Limited Partnership Agreement.

6. The name, place of business and mailing address, units and percentage of the sole General Partner are:

<u>Name and Street Address</u>	<u>Units</u>	<u>Percentage Owned</u>
Summit Capital Corp. 4404 – 14 <sup>th</sup> Avenue East Bradenton, Florida 34208	100	10%

7. The Limited Partners shall not be entitled to the return of its capital contributions except by virtue of distributions pursuant to the Limited Partnership Agreement or upon dissolution of the Partnership.
8. The General Partner shall be required to make an initial capital contribution of cash in the amount of \$500.00.
9. The Limited Partners shall be required to make an initial total capital contribution of cash in the total amount of \$4,500.00.
10. The Limited Partners shall be required to make additional capital contributions upon call by the General Partner.
11. The Limited Partners have the right to substitute an assignee of its Partnership interest as a contributor in its place only with the written consent of the General Partner and the other Limited Partners and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the consent of all Limited Partners, executing any additional instruments the General Partner deems necessary and paying to the General Partner all costs involved in making this assignment.
12. The General Partner has the right, with the consent of the Limited Partners, to admit additional Limited Partners.
13. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, 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 to accept such selection.

14. 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 Limited Partnership Agreement partnership property distributed in-kind.
15. The Limited Partners have granted to the General Partner a power of attorney to file an Amendment of Limited Partnership when and if necessary.

**IN WITNESS WHEREOF**, 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, I hereunto set my hand this 15<sup>th</sup> day of December, 1997, effective as of the 1<sup>st</sup> day of January, 1998.

**Summit Capital Corp.**, a Florida corporation  
as General Partner

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

*John C. Laurie*  
John C. Laurie  
Director

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TALLAHASSEE FLORIDA

**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION**  
**OF SUMMIT CAPITAL, LTD.**

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 am familiar with and accept the obligation of my position as registered agent.

**Summit Capital Corp.**, a Florida corporation

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

*John C. Laurie*  
John C. Laurie  
Director

Date: December 15, 1997

**AFFIDAVIT OF CAPTIAL CONTRIBUTIONS FOR  
FLORIDA LIMITED PARTNERSHIP**

**OF**

**SUMMIT CAPITAL, LTD.**

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TALLAHASSEE FLORIDA

The undersigned, Summit Capital Corp., constituting the sole General Partner of Summit Capital, Ltd., a Florida Limited Partnership, certifies:

1. The amount of capital contributions to date of the limited partners is zero (\$0.00) or none.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals Four Thousand Five Hundred Dollars (\$4,500.00).

FURTHER AFFIANT SAYETH NOT.

Signed this 15<sup>th</sup> day of December, 1997, 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.

**Summit Capital Corp.**, a Florida corporation,  
as General Partner

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

*John C. Laurie*  
John C. Laurie  
Director