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TRANSMITTAL LETTER

FILED
SECRETARY OF CORPORATIONS
98 JAN 16 PM 1:02

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Worthwhile Development V, Ltd.
(Proposed corporate name - must include suffix)
Proposed Limited Partnership name

200002402902--5
-01/16/98--01034--030
****525.00 *****96.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

x \$96.25
Filing fee
& certificate

ADDITIONAL COPY REQUIRED

FROM: H. J. Royall, Jr.
Name (Printed or typed)

700 Riverbend Boulevard
Address

Longwood, FL 32779
City, State & Zip

(407) 207-8350
Daytime Telephone number

7

BK
1/16/98

NOTE: Please provide the original and one copy of the articles.

CERTIFICATE AND AFFIDAVIT OF LIMITED PARTNERSHIP

OF

WORTHWHILE DEVELOPMENT V, LTD.

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We, the undersigned, desirous of filing a Certificate of Limited Partnership of Worthwhile Development V, Ltd. pursuant to the laws of the State of Florida, do hereby certify and swear to the following which shall be the Certificate of Limited Partnership of Worthwhile Development V, Ltd.

I.

The name of Limited Partnership shall be **WORTHWHILE DEVELOPMENT V, LTD.**

II.

The purpose of the Partnership is to acquire, own, lease, operate, manage, develop, construct, improve, repair, renovate, sell, transfer and dispose of real property and to engage in any other business or activity in order to obtain the profits therefrom.

III.

The principal place of business of this partnership and is mailing address shall be 700 Riverbend Boulevard, Longwood, Florida 32779 with the privileges of having branch offices at any place within or without the State of Florida as the General Partner may

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deem advisable. The registered office of the Partnership shall be at 700 Riverbend Boulevard, Longwood, Florida 32779. The Registered Agent and Registered office address for service of process shall be H. J. Royall, Jr., whose registered office address is 700 Riverbend Boulevard, Longwood, Florida 32779.

IV.

The names and address of business of the Partners interested in the Partnership is as follows:

<u>Name</u>	<u>Partner Status</u>	<u>Address</u>
WORTHWHILE DEVELOPMENT V, INC.	General	700 Riverbend Blvd. Longwood, FL 32779
P98000005133 H. J. ROYALL, JR.	Limited Partner	700 Riverbend Blvd. Longwood, FL 32779

V.

The Partnership shall continue in existence until December 31, 2038, unless sooner terminated by the Partners.

VI.

Each Partner's Initial Contribution in is cash as follows:

<u>Name</u>	<u>Partnership Status</u>	<u>Capital Contribution</u>
WORTHWHILE DEVELOPMENT V, INC.	General	\$ 0.10
H. J. ROYALL, JR.	Limited Partner	\$ 9.90

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VII.

Each Limited Partner will be required to make additional contributions to capital only if requested by the General Partner and unanimously approved by the Limited Partner.

VIII.

The contribution of each Limited Partner, to the extent not theretofore returned by cash distributions and to the extent of the Partnership's unencumbered assets, is to be returned to him upon the occurrence of any one of the following events:

- A. Dissolution or termination of the Partnership;
- B. A pro rata return of contributions made to all Limited Partners at the discretion of the General Partners in accordance with Florida Statutes 620.16.

IX.

The Partners will receive the following share of the profits and cash distribution:

WORTHWHILE DEVELOPMENT V, INC., a General Partner	1%
H. J. ROYALL, JR., as a Limited Partner	99%

X.

The right of a Limited Partner to substitute an assignee as a Limited Partner in his place and the terms and conditions of the substitution are as follows:

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A. The assignor Limited Partner shall designate his intention to assign his interest in a written instrument of assignment which is in form and substance satisfactory to the General Partners;

B. The written consent of the General Partners to such substitution shall be obtained;

C. The assignor and the assignee shall execute and acknowledge such other instruments as the General Partners may deem necessary or desirable to effectuate the admission;

D. The assignee must execute a written acceptance of the terms of the Agreement of Limited Partnership, executed by the Partners of WORTHWHILE DEVELOPMENT V, LTD., as that Agreement may have been amended prior to such execution;

E. The assignor must pay all reasonable expenses incurred by the Partnership by reason of the substitution.

XI.

Additional Limited Partners may be admitted only with the unanimous consent of the General Partners and the theretofore existing Limited Partners except that the General Partners have the discretionary right to admit an assignee or purchaser of a Limited Partner's interest if such admission is deemed by it as in the best interest of the Partnership.

XII.

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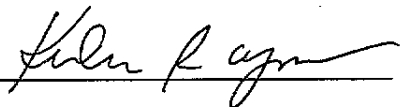
No Limited Partner shall have priority over other Limited Partners as to return contributions or as to compensation by way of income.


XIII.

The Limited Partners shall have no right to demand and receive property other than cash in return for their contributions.

IN WITNESS WHEREOF, the parties have executed this Certificate this 15th day of January 1998.

WITNESS:





GENERAL PARTNER

WORTHWHILE DEVELOPMENT V, INC.

BY: 

H. J. ROYALL, JR., President

LIMITED PARTNER:


H. J. ROYALL, JR.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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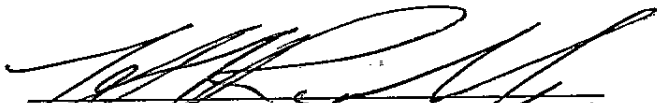
The undersigned constituting all of the general partners of Worthwhile Development V, Ltd., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 9.90

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 9.90.

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



Worthwhile Development V, Inc., its General Partner
by: H. J. Royall, Jr., President

This 15th day of Janaury, 1998.