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FILING COVER SHEET

REFERENCE: 0171.1460
DATE: 1-28-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Dayton Master Partnership,
Ltd
STATE FEES PREPAID WITH CHECK # 355 FOR \$ 1,837.50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 28 PM 2:41

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-01/28/98-01657-020
***1837.50 ***1837.50

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98 JAN 28 AM 11:56
DIVISION OF CORPORATION

PLEASE FILE:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> ARTICLES OF INC. | <input type="checkbox"/> AMENDMENT | <input type="checkbox"/> DISSOLUTION | <input type="checkbox"/> ANNUAL REPORT |
| <input type="checkbox"/> QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> ANNUAL REPORT | |
| <input type="checkbox"/> FICTITIOUS NAME | <input type="checkbox"/> LIMITED LIABILITY | <input type="checkbox"/> REINSTATEMENT | |
| <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 | | |

PROVIDE US WITH:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF STATUS ☐ STAMPED COPY

Examiner's Initials

LP -1785.00
CERT 52.50

CERTIFICATE OF LIMITED PARTNERSHIP
OF
DAYTON MASTER PARTNERSHIP, LTD.

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.192 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is "Dayton Master Partnership, Ltd."
2. The address of the Partnership as referred to in Section 620.105, Florida Statutes, is 241 Tangier Avenue, Palm Beach, Florida 33480.
3. The name of the agent for service of process on the Partnership shall be W. Alan Dayton, 241 Tangier Avenue, Palm Beach, Florida 33480.
4. The name and business address of the General Partner are as follows:

Dayton Convention Hotel Partnership, Ltd.
241 Tangier Avenue
Palm Beach, Florida 33480 A98000000264
5. The mailing address for the Partnership is 241 Tangier Avenue, Palm Beach, Florida 33480.
6. The latest date upon which the Partnership shall be dissolved is December 31, 2075.
7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the name of the Partnership by any one or more of the General Partners.

27 This Certificate of Limited Partnership was executed by the General Partner this day of January 1998.

GENERAL PARTNER:

DAYTON CONVENTION HOTEL
PARTNERSHIP, LTD., a Florida limited
partnership, sole General Partner

By: W. Alan Dayton
W. Alan Dayton, as Trustee

By: Joanne M. Dayton
Joanne M. Dayton, as Trustee

By: Richard H. Kettles
Richard H. Kettles

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above referenced partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT:

W. Alan Dayton
W. Alan Dayton

Date: January 27, 1998

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STATE OF FLORIDA
COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared W. Alan Dayton, as Trustee, Joanne M. Dayton, as Trustee, and Richard H. Kettles, said persons being the General Partners of Dayton Convention Hotel Partnership, Ltd., which is the sole General Partner of Dayton Master Partnership, Ltd., a Florida limited partnership (hereinafter referred to as the "Partnership"), of Palm Beach County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the Limited Partners is \$37,655,541.00.

2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$0.

FURTHER AFFLIANTS SAITH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

DAYTON CONVENTION HOTEL
PARTNERSHIP, LTD., sole General Partner

By: W. Alan Dayton
W. Alan Dayton, Trustee

By: Joanne M. Dayton
Joanne M. Dayton, Trustee

By: Richard H. Kettles
Richard H. Kettles

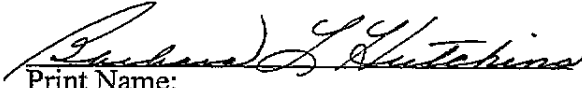
Dated 27 January 1998

Sworn to and subscribed before me this 27th day of January, 1998,
by W. Alan Dayton, as Trustee, General Partner of Dayton Convention Hotel Partnership, Ltd., a
Florida limited partnership. Said person (check one) ☒ is personally known to me, ☐ produced

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a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____

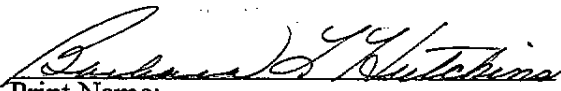
NOTARY PUBLIC - STATE OF FLORIDA
BARBARA L. HUTCHINS
COMMISSION # CC635084
EXPIRES 7/27/2001
BONDED THRU ASA 1-888-NOTARY1


Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

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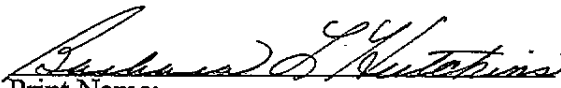
Sworn to and subscribed before me this 27th day of January, 1998,
by Joanne M. Dayton, as Trustee, General Partner of Dayton Convention Hotel Partnership, Ltd.,
a Florida limited partnership. Said person (check one) ☒ is personally known to me, ☐
produced a driver's license (issued by a state of the United States within the last five (5) years) as
identification, or ☐ produced other identification, to wit: _____

NOTARY PUBLIC - STATE OF FLORIDA
BARBARA L. HUTCHINS
COMMISSION # CC635084
EXPIRES 7/27/2001
BONDED THRU ASA 1-888-NOTARY1


Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

Sworn to and subscribed before me this 27th day of January, 1998,
by Richard H. Kettles, General Partner of Dayton Convention Hotel Partnership, Ltd., a Florida
limited partnership. Said person (check one) ☐ is personally known to me, ☒ produced a
driver's license (issued by a state of the United States within the last five (5) years) as
identification, or ☐ produced other identification, to wit: _____

NOTARY PUBLIC - STATE OF FLORIDA
BARBARA L. HUTCHINS
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Print Name: _____
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

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