

# A98000000267

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January 22, 1998

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

400002412124--2  
-01/26/98--01117--007  
\*\*\*1837.50 \*\*\*1837.50

CM

Re: Certificate of Limited Partnership of Sea Pines Development of  
N.W. Fla., Ltd.

Gentlemen:

Enclosed please find original and one copy of Articles of  
Incorporation of Certificate of Limited Partnership of Sea Pines  
Development of N.W. Fla., Ltd. Our firm check in the sum of \$1,837.50 is  
enclosed to cover the following costs:

Filing Fee	\$1,750.00
Certified Copy Fee	52.50
Registered Agent Fee	<u>35.00</u>
total	\$1,837.50

If you have any questions, please give me a call.

Sincerely yours,

  
Gerald L. Brown

GLB:las

Enclosure

FILED  
98 JAN 26 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SEA PINES DEVELOPMENT OF N.W. FLA., LTD.

- A.) The name of the Limited Partnership shall be Sea Pines Development of N.W. Fla., Ltd.
- B.) The address of the Limited Partnership shall be 127 E. Zaragoza Street, Suite 105, Pensacola, Florida 32501. The Registered Agent for the Limited Partnership shall be R. Pierre Brown. The address of the Registered Agent shall be 127 E. Zaragoza Street, Suite 105, Pensacola, Florida 32501.
- C.) The Limited Partners have appointed a sole General Partner, Sea Pines Development Corporation, a Florida corporation to be the General Partner of the Limited Partnership.
- D.) Name and Address of the Sole General Partner:
- 673334
- Sea Pines Development Corporation  
127 E. Zaragoza Street, Suite 105  
Pensacola, Florida 32501
- E.) Mailing Address of the Limited Partnership:
- 127 E. Zaragoza Street, Suite 105  
Pensacola, Florida 32501
- F.) The latest date upon which the Limited Partnership is to dissolve is December 31, 2020.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been signed and sworn to by the General Partner and is filed with the Florida Secretary of State in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986) on the 21<sup>st</sup> day of January, 1998.

Sea Pines Development of N.W. Fla., Ltd

By: Sea Pines Development Corporation, a Florida corporation

By:   
R. Pierre Brown, President  
As Its General Partner

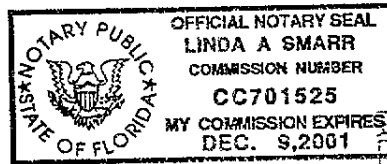
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98 JAN 26 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, R. Pierre Brown, personally known to me to be the President of Sea Pines Development Corporation., the general Partner of Sea Pines Development of N.W. Fla., Ltd., a Florida Limited Partnership, organized and now existing under the laws of the State of Florida, who, as such executed the foregoing Certificate of Limited Partnership of Sea Pines Development of N.W. Fla., Ltd., as President of the general partner, freely and voluntarily for the uses and purposes therein expressed, and with full authority so to do.

21<sup>st</sup> IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of January, 1998.

Linda A. Smarr  
NOTARY PUBLIC - State of Florida




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98 JAN 26 AM 9:52  
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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, R. PIERRE BROWN, as President of Sea Pines Development Corporation, am familiar with and hereby accept the appointment as Registered Agent for Sea Pines Development of N.W. Fla., Ltd., a Florida limited partnership, as set forth in the Certificate of Limited Partnership filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 21 day of JANUARY, 1998.

  
Print: R. PIERRE BROWN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTION  
OF  
SEA PINES DEVELOPMENT OF N.W. FLA., LTD.**

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The Undersigned, being the President of Sea Pines Development Corporation; the General Partner of the above-named Limited Partnership, having been duly sworn, does hereby state as follows:

1. That the Undersigned is the President of Sea Pines Development Corporation; The General Partner of the above-named Limited Partnership.
2. That the total contributions of the Limited Partners in the above-named Limited Partnership is \$ 728,136<sup>00</sup>.
3. No additional contribution by the General or Limited Partners is anticipated.

DATED the 21<sup>st</sup> day of January, 1998.

Sea Pines Development of N.W. Fla., Ltd

By: Sea Pines Development Corporation, a Florida corporation

By: R. Pierre Brown  
R. Pierre Brown, President  
As Its General Partner

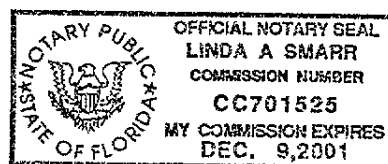
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, R. Pierre Brown, personally known to me to be the President of Sea Pines Development Corporation., the General Partner of Sea Pines Development of N.W. Fla., Ltd., a Florida Limited Partnership, organized and now existing under the laws of the State of Florida, who, as such executed the foregoing Certificate of Limited Partnership of Sea Pines Development of N.W. Fla., Ltd., as President of the general partner, freely and voluntarily for the uses and purposes therein expressed, and with full authority so to do.

21<sup>st</sup> IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of January, 1998.

Linda A. Smarr  
NOTARY PUBLIC - State of Florida

\\realprop\hessbrown\affidavit



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TALLAHASSEE, FLORIDA