



THE UNITED STATES
CORPORATION
COMPANY

A980000000462

ACCOUNT NO. : 072100000032

REFERENCE : 712711 7119688

AUTHORIZATION :

COST LIMIT : ~~\$ 148.75~~ PPD

ORDER DATE : February 19, 1998

ORDER TIME : 1:45 PM

ORDER NO. : 712711-005

CUSTOMER NO: 7119688

CUSTOMER: Heidi Horak, Esq
HEIDI HORAK, ESQ.

Suite 600
501 First Avenue North
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: BAYOU PASS APARTMENTS, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS
Availability

Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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CERTIFICATE OF LIMITED PARTNERSHIP OF
BAYOU PASS APARTMENTS, LTD. a Florida limited partnership

I. Name. The name of the partnership shall be:

Bayou Pass Apartments, Ltd.

II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Heidi Horak, Esq.
501 First Avenue North, Suite 600
St. Petersburg, FL 33701

III. General Partner. The name and address of the general partner of the partnership is as follows:

Pinellas Affordable Living, Inc., a Florida
corporation not for profit
1236 Ninth Street North
St. Petersburg, FL 33705

IV. Location of Principal Place of Business and Mailing Address.

Pinellas Affordable Living, Inc., a Florida
corporation not for profit
1236 Ninth Street North
St. Petersburg, FL 33705

V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this certificate, until dissolution, which shall be on:

1. December 31, 2018;
2. the dissolution of the Partnership by law;
3. written agreement of all Partners;
4. dissolution at any time agreed on by the general partner(s);
5. the sale, condemnation, or other disposition of all or substantially all of the Project and its assets;
6. the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the

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limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;

7. the failure to continue the Partnership and designate new general partners in accordance with the terms of the partnership agreement, within 90 days following the occurrence of the death, incapacity, mental incompetency, expulsion, withdrawal, retirement, removal, receivership, or bankruptcy of a general partner (or the dissolution, merger, consolidation or reorganization of any general partner which is not an individual); or
8. the failure of the Partners to fund any operating deficit, the effect of which would be to render the Partnership insolvent; or
9. 30 days written notice by a general partner to any other general partner of the Partnership.

The undersigned hereby acknowledges that the undersigned has read the Certificate of Limited Partnership of Bayou Pass Apartments, LTD., a Florida limited partnership, and the undersigned by executing this signature page, acknowledges that the undersigned has joined in the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 16 day of Feb., 1998.

Pinellas Affordable Living, Inc.,
Florida corporation not for profit

By: Warren Bowman

Print Name: Warren Bowman

Title: President

"General Partner"

Sworn to and subscribed before me this 16 day of Feb., 1998, by Warren Bowman.

SEAL

Margaret M. Foreman
Print Name: Margaret M. Foreman
Notary Public, State of Florida

Personally known _____ or produced _____
as identification.



MARGARET M. FOREMAN
MY COMMISSION # CC475582 EXPIRES
October 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

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REGISTERED AGENT CERTIFICATE

Having been maned to accept service of process for the above stated limited partnership, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Heidi Horak
Heidi Horak

Date: 2/16/98

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE THE UNDERSIGNED, personally appeared Warren Bowman in his/her capacity as President of Pinellas Affordable Living, Inc., a Florida corporation not for profit, the general partner of Bayou Pass Apartments, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership" who, upon being sworn, certifies as follows:

1. The amount of capital contributions of the limited partners of the Partnership to date is \$500.00.
2. The anticipated amount of the capital contributions of the limited partners is \$500.00.

Signed this 16 day of Feb., 1998.

FURTHER AFFIANT SAYETH NOT.

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

Warren Bowman
Print Name: Warren Bowman
Title: President
Pinellas Affordable Living, Inc.
Florida corporation not for profit

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Sworn to and subscribed before me this 16 day of Feb, 1998, by Warren Bowman.

SEAL

Margaret M. Foreman
Print Name: Margaret M. Foreman
Notary Public, State of Florida

Personally known or produced _____
as identification.



MARGARET M. FOREMAN
MY COMMISSION # CC475582 EXPIRES
October 23, 1999
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