



THE UNITED STATES  
CORPORATION  
COMPANY

A98000000945

ACCOUNT NO. : 072100000032

REFERENCE : 783790 82866A

AUTHORIZATION :

COST LIMIT : \$ 140.00

*Patricia Pizito*

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 APR 16 PM 2:31

ORDER DATE : April 16, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 783790-005

CUSTOMER NO: 82866A

CUSTOMER: Ms. Lee Tranford  
CLARK & CAMPBELL, P.A.

Post Office Box 6559  
4740 Cleveland Heights Blvd.  
Lakeland, FL 33813

400002490514--9

DOMESTIC FILING

NAME: THE PLACE APARTMENTS, 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: Deborah Schroder

EXAMINER'S INITIALS:

*4/16/98*

98 APR 16 AM 10:35  
DIVISION OF CORPORATIONS  
SECRETARY OF CORPORATIONS

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DIVISION OF CORPORATIONS  
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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
THE PLACE APARTMENTS, LTD.  
A Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is THE PLACE APARTMENTS, LTD.
2. The address of the office of the Partnership is c/o Century Realty Funds, Inc., 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813.
3. The name and address of the agent for service of process on the Partnership is Lawrence T. Maxwell, c/o Century Realty Funds, Inc., 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813.
4. The name and business address of the general partner is A & M BUSINESS PROPERTIES, INC., c/o Century Realty Funds, Inc., 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813. P29845
5. The mailing address of the Partnership is c/o Century Realty Funds, Inc., 5015 S. Florida Avenue, Suite 200, Lakeland, Florida 33813.
6. The latest date upon which the Partnership shall dissolve is December 31, 2028.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of THE PLACE APARTMENTS, LTD., this 15<sup>th</sup> day of April, 1998.

**GENERAL PARTNER:**

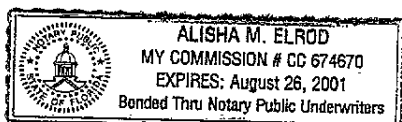
A & M BUSINESS PROPERTIES, INC., an Ohio corporation

By: Lawrence T. Maxwell  
Lawrence T. Maxwell, its Vice President

STATE OF FLORIDA  
COUNTY OF POLK

Sworn to and subscribed before me this 15<sup>th</sup> day of April, 1998, by LAWRENCE T. MAXWELL, as Vice President of A & M BUSINESS PROPERTIES, INC., General Partner of THE PLACE APARTMENTS, LTD., a Florida limited partnership, who is personally known to me or known to me by evidence of identification of \_\_\_\_\_, and who did take an oath.

Alisha M. Elrod  
NOTARY PUBLIC  
My Commission Expires: August 26, 2001  
My Commission Number: CC64670



\_\_\_\_\_  
(Name of Notary typed, printed or stamped)

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF  
THE PLACE APARTMENTS, LTD.  
A Florida limited partnership**

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98 APR 16 PM 2:31

STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared, LAWRENCE T. MAXWELL, Vice President of A & M BUSINESS PROPERTIES, INC., an Ohio corporation, general partner of THE PLACE APARTMENTS, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Thousand Dollars (\$ 1000.00 ).
2. The Partnership anticipates raising no additional capital.

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

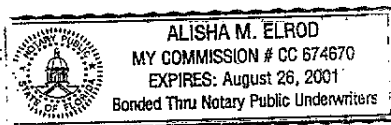
**GENERAL PARTNER:**

A & M BUSINESS PROPERTIES, INC., an Ohio corporation

By: Lawrence T. Maxwell  
Lawrence T. Maxwell, its Vice President

STATE OF FLORIDA  
COUNTY OF POLK

Sworn to and subscribed before me this 15<sup>th</sup> day of April, 1998, by LAWRENCE T. MAXWELL, Vice President of A & M BUSINESS PROPERTIES, INC., General Partner of THE PLACE APARTMENTS, LTD., a Florida limited partnership, who is personally known to me or known to me by evidence of identification of \_\_\_\_\_, and who did take an oath.



Alisha Elrod  
NOTARY PUBLIC

My Commission Expires August 26, 2001

My Commission Number: CC 674670

\_\_\_\_\_  
(Name of Notary typed, printed or stamped)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That THE PLACE APARTMENTS, LTD., a Florida limited partnership, desiring to organize under the laws of the state of Florida with its principal office as indicated in the Certificate of Limited Partnership, at the City of Lakeland, County of Polk, State of Florida, has named LAWRENCE T. MAXWELL, located in Lakeland, Polk County, Florida, as its agent to accept service of process within this state.

**GENERAL PARTNER:**

A & M BUSINESS PROPERTIES, INC., an Ohio corporation

By: Lawrence T. Maxwell

Lawrence T. Maxwell, its Vice President

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated partnership, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §620.105 and §620.106.

Lawrence T. Maxwell  
Lawrence T. Maxwell, Registered Agent

FILED  
STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS  
98 APR 6 11 23 31