

A98000001285

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Unkefer LTD  
Partnership

44819 U0029044  
W48 U0001666

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Signature

Requested by:

Name

Date

Time

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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

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Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 21, 1998

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: THE UNKEFER LTD. PARTNERSHIP  
Ref. Number: W98000011727

We have received your document for THE UNKEFER LTD. PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Before this partnership can be filed, the general partner -- UNKEFER CORP. -- must complete its incorporation in Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 198A00028843

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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**THE UNKEFER LTD. PARTNERSHIP**  
**A Florida Limited Partnership**

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is THE UNKEFER LTD. PARTNERSHIP.

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description including marketable securities and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is at 752 Windlass Way, Sanibel Island, FL 33957, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Robert D. W. Landon, II, Dunwody White & Landon, P.A., 4001 Tamiami Trail North, Suite 200, Naples, Florida 34103, who acknowledges by his signature hereunder, that he accepts same.

5. The General Partner. The name and business address of the General Partner as follows:

GENERAL PARTNER

UNKEFER CORP. *998-46293*

PLACE OF BUSINESS

752 Windlass Way  
Sanibel Island, FL 33957

6. Mailing Address. The mailing address of the Limited Partnership is 752 Windlass Way, Sanibel Island, FL 33957.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December

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31, 2038, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

6. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

7. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

8. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then capital interest accounts, unless retained for Partnership investment and business activities.

9. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of all the other partners, unless the transfer is a Permitted Transfer, as explained in detail in the Partnership Agreement.

10. Additional Limited Partners. The General Partners may admit additional limited partners.

11. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

12. Continuance of Business. Upon the death, retirement, dissolution or incompetency of the "surviving General Partner", the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote, a new successor General Partner.

13. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

14. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A," Affidavit of the Amount of the Capital Contributions

of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$ 1,999,000.

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IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 21<sup>st</sup> day of April, 1998.

**GENERAL PARTNER:**

**UNKEFER CORP.**

By: Donald W Unkefer

**DONALD W. UNKEFER,**

*President*

Robert D. W. Landon, II

**ROBERT D. W. LANDON, II,**

*Registered Agent*


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### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Chapter 620 *et seq.*, as amended from time to time, relative to the obligations of the undersigned.

Executed this 21<sup>st</sup> day of April, 1998.

  
ROBERT D. W. LANDON, II, Registered  
Agent

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**THE UNKEFER LTD. PARTNERSHIP**  
**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL**  
**CONTRIBUTIONS OF THE LIMITED PARTNERS.**  
**AND ANY AMOUNT ANTICIPATED TO BE**  
**CONTRIBUTED BY THE LIMITED PARTNERS**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of THE UNKEFER LTD. PARTNERSHIP is \$ -0-.
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 1,999,000.

**UNKEFER CORP.**

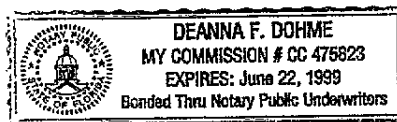
By: Donald W. Unkefer  
Donald W. Unkefer, Pres.

Dated: APRIL 21 1998

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF                            )

The foregoing instrument was acknowledged before me on this 21<sup>ST</sup> day of APRIL, 1998, by **DONALD W. UNKEFER**, President of **UNKEFER CORP.**, and said individual is personally known to me (yes) (no) or has produced \_\_\_\_\_ as identification to me, and who acknowledged execution of the foregoing instrument.

Deanna F. Dohme  
Notary Public, State of Florida  
Name: Deanna F. Dohme  
(Print Name)  
My Commission Expires:



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