

CORPORATE  
ACCESS  
INC.

16-D Thomasville Road Mount Vernon Square Tallahassee, Florida 32301

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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CERTIFIED COPY

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X FILING ~~2~~ LTD

1.) The BRK Limited Partnership  
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SPECIAL INSTRUCTIONS

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DIVISION OF CORPORATIONS  
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98 MAY -5 AM 11:40  
DEPT. REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 5, 1998

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: THE BRK LIMITED PARTNERSHIP  
Ref. Number: W98000010088

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*BRK  
File Second*

We have received your document for THE BRK LIMITED 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):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

PLEASE note that we have RETAINED your \$1,837.50 payment.

Before this partnership can be filed, the corporate general partner will have to complete its incorporation process.

Because the general partner will be using some name other than BRK, INC, please see that the name is corrected throughout these partnership documents.

ALSO, PLEASE NOTE that MONEY AMOUNTS must be listed in both Items on the AFFIDAVIT OF CAPITAL CONTRIBUTIONS.

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: 198A00024615

*Corrected  
Thanks  
Gilda*

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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**THE BRKA LIMITED PARTNERSHIP**  
**A Florida Limited Partnership**

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The undersigned makes the following declaration of information for the purpose of forming THE BRKA LIMITED PARTNERSHIP under the Florida Revised Uniform Partnership Act:

1. Name. The name of this Limited Partnership is THE BRKA LIMITED PARTNERSHIP.

2. Business. The purpose of the Partnership's business is to own, acquire, sell, manage and lease investment property of any type, kind or description, including marketable securities and real estate, and to do all other things necessary, proper, convenient or advisable in connection therewith.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 2600 S. Ocean Boulevard, Unit 508-S, Palm Beach, Florida 33480, 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 Ronald L. Fick, whose address is c/o Dunwody White & Landon, P.A., 251 S. County Road, Palm Beach, Florida 33480, and who acknowledges by his signature hereunder that he accepts such designation.

898600049006  
5. The General Partner. The name and business address of the General Partner is BRKA, INC., 2600 S. Ocean Boulevard, Unit 508-S, Palm Beach, Florida 33480.

6. Mailing Address. The mailing address of the Limited Partnership is 2600 S. Ocean Boulevard, Unit 508-S, Palm Beach, Florida 33480.

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 the 35th anniversary of the date of THE BRKA LIMITED PARTNERSHIP AGREEMENT, unless sooner

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anniversary of the date of THE BRKA LIMITED PARTNERSHIP AGREEMENT, unless sooner dissolved by law (other than by dissolution caused by the lack of compliance with filing or fee requirements of the Secretary of State of the State of Florida) or by written agreement of the Partners, or unless extended by written agreement of the Partners holding a majority of Partnership Interests as that term is defined in the Agreement.

8. Affidavit of the Amount of Capital Contributions. The amount of capital contributions of each limited partner and the amount of capital contributions anticipated by the limited partners is described in the Affidavit attached as Schedule A.

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

10. 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.

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

12. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer their interest in the Partnership without the prior written consent of the other Partners, unless the transfer is a Permitted Transfer under the terms of the Partnership Agreement.

13. Additional Limited Partners. The General Partner may admit additional Limited Partners.

14. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the capital contributions or income of the Partnership to be distributed as compensation.

15. Continuance of Business. Upon the death, retirement, dissolution, or incapacity of the surviving General Partner, the Partnership shall dissolve unless continued by the remaining Partners and upon the selection of a new successor General Partner by a unanimous vote of the Partners.

16. Property Other than Cash. A Limited Partner may not demand property other than cash in return for such Partner's contributions.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 22<sup>nd</sup> day of April, 1998.

**GENERAL PARTNER:**

BRKA, INC.

Deborah R. Howell  
Jimmy A. Maurer

By:   
**Robert Freyberg, President**

**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 the appointment, and agrees to comply with the provisions of Chapter 620 et seq., Florida Statutes, as amended from time to time, concerning the obligations of registered agents.

Executed this 22 day of April, 1998.

  
**Ronald L. Fick, Registered Agent**

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**SCHEDULE A**

**THE BRKA LIMITED PARTNERSHIP**

**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF THE  
LIMITED PARTNERSHIP, 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 Partnership of the BRKA  
LIMITED PARTNERSHIP is \$ 1,000,000.

2. The amount contributed and anticipated to be contributed by the Limited Partners at  
this time totals \$ 1,000,000.

BRKA, INC.

By: [Signature]

**Robert Freydberg, President**

**STATE OF FLORIDA**

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) SS:

**COUNTY OF PALM BEACH**

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The foregoing instrument was acknowledged before me on this 22<sup>nd</sup> day of April, 1998,  
by Robert Freydberg, the President of BRKA, INC., on behalf of said corporation, and said  
individual is personally known to me (yes) (no) or has produced Fla. drivers lic. as  
identification to me, and who acknowledged execution of the foregoing instrument.

Deborah R. Howell

Notary Public, State of Florida

Name: \_\_\_\_\_

(Print Name)

My Commission Expires: \_\_\_\_\_

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