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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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

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LD.

1.) Winter Haven Mall, Fla.
(CORPORATE NAME & DOCUMENT #)

900002540309--9
-05/29/98--01005--009
***140.00 ***140.00

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

LP - 1,697.50

4.) _____
(CORPORATE NAME & DOCUMENT #)

900002540309--9
-06/23/98--01032--010
***1697.50 ***1697.50

5.) _____
(CORPORATE NAME & DOCUMENT #)

6.) _____
(CORPORATE NAME & DOCUMENT #)

7.) _____
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8.) _____
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9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

RECEIVED
JUN 29 AM 9:30
DIVISION OF CORPORATIONS

(Handwritten signature/initials)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 28 AM 10:48

BK
6/23/98

SPECIAL INSTRUCTIONS

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 29, 1998

CORPORATE ACCESS

TALLAHASSEE, FL

SUBJECT: WINTERHAVEN MALL, LTD.
Ref. Number: W98000012274

We have received your document for WINTERHAVEN MALL, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED the \$140.00 sent with this filing.

Please correct the wording on the AFFIDAVIT. This is a limited partnership. The wording on the Affidavit in Article 2 would only be appropriate for a Limited Liability Company. Limited Liability Companies have "MEMBERS." Limited partnerships have "PARTNERS." Please DELTE ALL THE REFERENCES TO "MEMBERS" in Article 2.

What the limited partnership AFFIDAVIT must state are TWO MONEY AMOUNTS. ----- First, it must state the LIMITED PARTNER CONTRIBUTIONS TO DATE. Then it must state the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT. (Any contributions made by GENERAL PARTNERS are NOT to be included in these amounts.)

The filing fee will be based on the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT. Assuming that this amount is going to be something in the neighborhood of \$500,000.00, the partnership would pay the MAXIMUM filing fee of \$1,750.00. With a \$35.00 R.A. fee, and a \$52.50 Certified Copy fee, the TOTAL AMOUNT REQUIRED would be \$1,837.50.

As we are RETAINING the original \$140.00 sent, there would be an ADDITIONAL \$1,697.50 required.

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

FILED
DIVISION OF CORPORATIONS
SECRETARY OF STATE
98 JUN 23 AM 10:48
Corrected
6/23/98
(1)

RECEIVED
98 JUN 23 AM 9:23
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WINTER HAVEN MALL, LTD.

A Florida Limited Partnership

FILED STATE
SECRETARY OF CORPORATIONS
98 JUN 23 AM 10:48

The parties hereto do hereby certify that an Agreement was made effective the 27th day of May, 1998, at St. Petersburg, Florida, by the following, herein called "General Partner":

POLK COUNTY REALTY FUND, INC.

and by the following, hereinafter collectively referred to as "Limited Partner":

Ian F. Irwin, individually

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Limited Partnership Act.

1. **Name.** The name of this Limited Partnership is the WINTER HAVEN MALL, LTD.

2. **Principal Place of Business.** The location of the principal place of business of the Limited Partnership is 222 Second Street North, Post Office Box 429, St. Petersburg, Florida 33731-0429.

3. **Registered Agent.** The registered agent for service for this Limited Partnership is Ian F. Irwin whose address is 222 Second Street North, Post Office Box 429, St. Petersburg, Florida 33731-0429.

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JUN 23 AM 10:48

4. *The General Partner.* The name and the business address of the General Partner of this Limited Partnership are as follows:

<u>NAME OF GENERAL PARTNERS</u>	<u>BUSINESS ADDRESS</u>
Polk County Realty Fund, Inc. P98W0030804	222 Second Street North Post Office Box 429 St. Petersburg, Florida 33731-0429.

5. *Mailing Address.* The mailing address for the Limited Partnership is:

Post Office Box 429
St. Petersburg, Florida 33731-0429.

6. *Term.* The Limited Partnership shall begin on the 28th day of May, 1998, and shall continue for twenty-five (25) years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by agreement of the Partners.

IN WITNESS WHEREOF, the parties have executed this certificate the day and year first above written.

GENERAL PARTNER:

POLK COUNTY REALTY FUND, INC., a
Florida corporation

By: [Signature]

Ian F. Irwin

(Legibly print name of officer on this line)

LIMITED PARTNER:

[Signature]

Ian F. Irwin

Its _____ President
(Legibly print title of officer on this line)

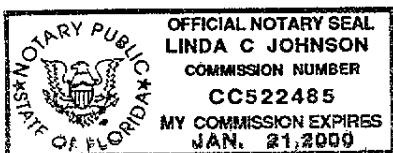
(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

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SECRETARY OF CORPORATIONS
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The foregoing instrument was acknowledged before me this 27th day of May, 1998, by IAN F. IRWIN as President of POLK COUNTY REALTY FUND, INC., a Florida corporation, on behalf of the corporation. He ☒ is personally known to me, or ☐ produced a Florida driver's license or ☐ _____ as identification.

My Commission Expires:



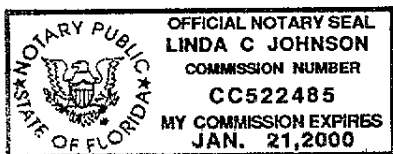
Linda C Johnson
Notary Public (SEAL)

(Legibly print name of notary on this line)

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 27th day of May, 1998, by IAN F. IRWIN, who ☒ is personally known to me, or ☐ produced a Florida driver's license or ☐ _____ as identification.

My Commission Expires:



Linda C Johnson
Notary Public (SEAL)

(Legibly print name of notary on this line)

