



THE UNITED STATES  
CORPORATION  
COMPANY

# A98000002355

ACCOUNT NO. : 072100000032

REFERENCE : 993879 5011226

AUTHORIZATION :

*Patricia Pzynt*

COST LIMIT : \$ 140.00

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 OCT 13 AM 11:30

ORDER DATE : October 13, 1998

ORDER TIME : 9:55 AM

ORDER NO. : 993879-005

CUSTOMER NO: 5011226

100002662351--1

CUSTOMER: Ms. Pamela Stiglitz  
GRAY HARRIS & ROBINSON  
GRAY HARRIS & ROBINSON  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: BLUEGRASS, 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: Jeanine Reynolds

EXAMINER'S INITIALS:

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3/12  
10/13/98

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**CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP AND**

**AFFIDAVIT OF CAPITAL CONTRIBUTION OF**

**BLUEGRASS, LTD.**

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This Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution is entered into as of the 12<sup>th</sup> day of October, 1998, by and between Schrimsher Properties of Central Florida, Inc., a Florida corporation, as the General Partner, and J. Steven Schrimsher, as Original Limited Partner of Bluegrass, Ltd., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate and Agreement of Limited Partnership and Affidavit of Capital Contribution create a Limited Partnership which complies with Chapter 620 of the Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the Partnership is Bluegrass, Ltd.
2. Address and Office. The address and office of the Partnership shall be 600 East Colonial Drive, Suite 100, Orlando, Florida 32803. The records required to be kept by the Partnership pursuant to Section 620.106 of the Florida Statutes shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service of process on the Partnership shall be J. Steven Schrimsher, whose address is 600 East Colonial Drive, Suite 100, Orlando, Florida 32803.
4. Name and Business Address of General Partner. The General Partner is Schrimsher Properties of Central Florida, Inc., a Florida corporation, whose address is 600 East Colonial Drive, Suite 100, Orlando, Florida 32803.
5. Mailing Address for Limited Partnership. The mailing address for the Partnership is 600 East Colonial Drive, Suite 100, Orlando, Florida 32803.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2024.
7. Right to Sell or Assign. The Limited Partner does not have the right to transfer his interest in the Partnership without the written consent of the General Partner.
8. Additional Limited Partners. No person, firm, corporation or other entity shall be admitted to the Partnership as a Limited Partner except with the consent of the General Partner.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate and Agreement of Limited Partnership as of the day, month and year first above written.

GENERAL PARTNER:

SCHRIMSHER PROPERTIES OF CENTRAL  
FLORIDA, INC., a Florida corporation

By:   
J. Steven Schrimsher, its President

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of Bluegrass, Ltd., I hereby accept 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.

Dated the 12th day of October, 1998.

  
\_\_\_\_\_  
J. Steven Schrimsher

**AFFIDAVIT OF CAPITAL CONTRIBUTION**  
**OF THE LIMITED PARTNERS**

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Schrimsher Properties of Central Florida, Inc., a Florida corporation, the General Partner of Bluegrass, Ltd., a Florida limited partnership, through its duly authorized officer, states as follows:

1. The amount of the capital contribution that has been made by the Original Limited Partner is:

<u>Original Limited Partner</u>	<u>Capital Contribution</u>
J. Steven Schrimsher	\$100.00

2. The total amount anticipated to be contributed by the Limited Partners is \$1,000.00

FURTHER the Affiant sayeth naught.

Dated this 12th day of October, 1998.

GENERAL PARTNER:

SCHRIMSHER PROPERTIES OF CENTRAL  
FLORIDA, INC., a Florida corporation

By: \_\_\_\_\_

J. Steven Schrimsher, its President