

A98000002696

Callahan Partnership Number One, Ltd.
Requestor's Name

235 South Maitland Ave, Ste 216
Address

Maitland, FL 32751
City/State/Zip Phone #

700002698387--7
-12/01/98--01016--015
***1793.75 ***1793.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Callahan Partnership Number One, Ltd.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

98 DEC -1 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

Name Other Availability

OTHER FILINGS	
Document Examiner	DCC
Annual Report	
Updater Fictitious Name	
Updater Name Reservation	
Verifier	
Acknowledgement	DCC
W. P. Verifier	DCC

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

TC
\$750,000.00

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP OF:

CALLAHAN PARTNERSHIP NUMBER ONE, LTD.,
A FLORIDA LIMITED PARTNERSHIP

The undersigned, desiring to form a partnership pursuant to the laws of the State of Florida, and being first duly sworn, does hereby certify as follows:

1. Name of Partnership. The name of the Partnership shall be CALLAHAN PARTNERSHIP NUMBER ONE, LTD., a Florida limited partnership.

2. Nature of Business. The character of the business intended to be transacted by the Partnership is the ownership and development of certain real property located in Orange County, Florida, being more particularly described as follows:

SEE THE ATTACHED EXHIBIT "A"

3. Principal Place of Business and Mailing Address. The principal place of business and the mailing address of the Partnership is 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751.

4. Term of Partnership. The Partnership shall commence on the date that the initial Certificate of Limited Partnership is duly filed with the State of Florida, Secretary of State, and shall continue in existence until terminated, liquidated, or dissolved by law or as provided in the Partnership Agreement.

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

998000101481
CALLAHAN PARTNERSHIP NUMBER ONE, INC., a Florida corporation
235 Maitland Avenue South, Suite 216
Maitland, Florida 32751

6. Limited Partners. The names and addresses of the Limited Partners of the Partnership are as follows:

SEE THE ATTACHED EXHIBIT "1"

7. Limited Partner Contributions. The amount of cash and the description of, and the agreed value of, any other property contributed by each Limited Partner is as follows:

SEE THE ATTACHED EXHIBIT "2"

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89 DEC -1 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. Additional Contributions by Limited Partners. No Limited Partner shall be obligated to make additional capital contributions to the Partnership beyond maintaining the amount of his or her initial capital contributions.

9. Percentage Interests of Limited Partners. The Limited Partners shall share in the profits and losses of the Partnership as follows:

SEE THE ATTACHED EXHIBIT "3"

10. Right of Substitution. The right of a limited partner to substitute an assignee as contributor in his or her place, and the terms and conditions of the substitution, which are more particularly set forth in the Partnership Agreement, are as follows:

a. A fully executed and acknowledged written instrument of assignment must be filed with the General Partner setting forth the intention of the assignor that the assignee become a limited partner in his or her place;

b. The assignor and the assignee must execute and acknowledge such other instruments as the General Partner may deem necessary or desirable to effect such admission, including the written acceptance and adoption by the assignee of the provisions of the Partnership Agreement and a written opinion of counsel that the assignment does not violate any provision of federal, state or local law, ordinance, rule or code section, or any provision of the Partnership Agreement;

c. A reasonable transfer fee shall have been paid to the Partnership; and

d. The written consent of the General Partner to the substitution must be obtained, the denial of which is in the reasonable discretion of the General Partner.

11. Admission of Additional Limited Partners. Under the terms of the Partnership Agreement, the General Partner has the right to admit additional limited partners in its reasonable discretion.

12. Right to Continue Business. The remaining general partner, or if none, all of the limited partners, may elect to continue the business of the Partnership on termination of the General Partner.

13. Registered Agent and Office. The street address of the initial registered office of this limited partnership is 235 Maitland Avenue South, Suite 216, Maitland, Florida 32751, and the name of the initial registered agent of this corporation at that

address is Berry J. Walker, Jr., Esquire.

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

Karla E. Valladares
Witness Signature
Print Name: Karla E. Valladares

CALLAHAN PARTNERSHIP NUMBER
INC., A FLORIDA CORPORATION:

Barbara Lee Starks
Witness Signature
Print Name: Barbara Lee Starks

By: Berry J. Walker, Jr.
BERRY J. WALKER, JR.
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 25th day of November, 1998, by BERRY J. WALKER, JR., as the vice president of CALLAHAN PARTNERSHIP NUMBER ONE, INC., A FLORIDA CORPORATION, the General Partner of CALLAHAN PARTNERSHIP NUMBER ONE, LTD., a Florida limited partnership, and who did take an oath and attest that the foregoing Certificate of Limited Partnership is true and correct.

Check One:

☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.

Karla E. Valladares
NOTARY PUBLIC

(typed-printed or stamped name of Notary)
My Commission Expires:



Karla E. Valladares
MY COMMISSION # CG650809 EXPIRES
May 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

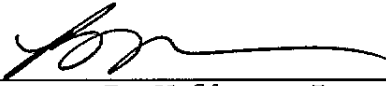
98 DEC -1 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. CALLAHAN PARTNERSHIP NUMBER ONE, LTD., A FLORIDA LIMITED PARTNERSHIP organizing under the laws of the State of Florida, with its principal office located at 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751, has named Berry J. Walker, Jr., whose address is 235 South Maitland Avenue, Suite 216, Maitland, Florida 32751, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent: _____



Berry J. Walker, Jr.

STATE OF FLORIDA
COUNTY OF ORANGE

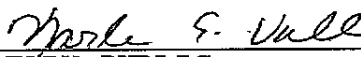
Before me, the undersigned notary public, the foregoing instrument was sworn to, acknowledged and subscribed to before me this 25th day of November, 1998, by BERRY J. WALKER, JR., who did take an oath.

Check One:

☒ He/she is personally known to me; or
☐ He/she has produced _____ as identification.



Karia E. Valladares
MY COMMISSION # CC650809 EXPIRES
May 27, 2001
BONDED THRU THOY FAIN INSURANCE, INC.



NOTARY PUBLIC

(typed-printed or stamped name of Notary)
My Commission Expires:

EXHIBIT "A"

A part of Tract 7, Maitland Center Section Six, Maitland, Orange County, Florida according to the plat thereof, as recorded in Plat Book 11, Pages 21 and 22 of the Public Records of Orange County, Florida; being more particularly described as follows:

Commence at the most Easterly corner of Tract 7, Maitland Center Section Six as recorded in Plat Book 11, Pages 21 and 22, of the Public Records of Orange County, Florida, said point being on a curve concave Southeasterly, having a radius of 350.00 feet; thence from a tangent bearing of S 54°00'57" W run Southwesterly along the arc of said curve and the Westerly right of way line of Lake Destiny Drive a distance of 329.46 feet through a central angle of 53°56'00" to the point of tangency; thence run S 00°04'57" W along said Westerly right of way line 220.24 feet to the Southerly boundary of said Tract 7; thence run along said Southerly boundary the following courses and distances: thence N 89°55'03" W 170.00 feet; thence S 00°04'57" W 25.00 feet; thence N 89°55'03" W 247.33 feet; thence leaving said Southerly boundary run N 00°04'57" E along the West boundary of said Tract 7 a distance of 535.00 feet to the Point of Beginning; thence S 89°55'03" E 250.00 feet; thence N 00°04'57" E 57.30 feet; thence N 54°12'59" E 132.49 feet; thence N 43°29'36" W 190.00 feet; thence N 06°16'41" W 275.75 feet to a point on the Southerly right of way line of Maitland Center Parkway, said point being a point on a curve concave to the North and having a radius of 1403.14 feet; thence from a tangent bearing of S 83°30'58" W run Westerly along the arc of said curve through a central angle of 08°00'42" a distance of 196.20 feet; thence leaving said right of way line run S 00°04'57" W a distance of 537.87 feet to the Point of Beginning.

Together with Easements described in Declaration of Reciprocal Easements filed August 19, 1983 in Official Records Book 3410, Page 278 over the following described properties:

PARCEL 1:

A part of Tract 7, Maitland Center Section Six, Maitland, Orange County, Florida according to the plat thereof, as recorded in Plat Book 11, Pages 21 and 22 of the public records of Orange County, Florida; being more particularly described as follows:

Begin at the most Easterly corner of Tract 7, Maitland Center Section Six as recorded in Plat Book 11, Pages 21 and 22, of the public records of Orange County, Florida, said point being on a curve concave Southeasterly, having a radius of 350.00 feet; thence from a tangent bearing of S.54°00'57"W. run Southwesterly along the arc of said curve and the Westerly right of way line of Lake Destiny Drive a distance of 329.46 feet through a central angle of 53°56'00" to the point of tangency; thence run S.00°04'57"W. along said Westerly right of way line 220.24 feet to the Southerly boundary of said Tract 7; thence run along said southerly boundary the following courses and distances: thence N.89°55'03"W. 170.00 feet; thence S.00°04'57"W. 25.00 feet; thence N.89°55'03"W. 247.33 feet; thence leaving said Southerly boundary run N.00°04'57"E. along the West boundary of said Tract 7 a distance of 535.00 feet; thence S.89°55'03"E. 250.00 feet; thence N.00°04'57"E. 57.30 feet; thence N.54°12'59"E. 132.49 feet; thence N.43°23'36"W. 190.00 feet; thence N.06°16'41"W. 275.75 feet to a point on the Southerly right of way line of Maitland Center Parkway, said point being a point on a curve concave to the North and having a radius of 1403.14 feet; thence from a tangent bearing of N.83°30'58"E. run Easterly along the arc of said curve and along said Southerly right of way line 30.00 feet through a central angle of 01°13'31" to a point on the Easterly line of said Tract 7; thence leaving said curve and right of way line run S.06°16'41"E. along said Easterly line a distance of 233.01 feet; thence S.43°29'36"E. along said Easterly line a distance of 449.50 feet to the point of beginning.

AND

PARCEL 2:

A part of Tract 7, MAITLAND CENTER SECTION SIX, Plat Book 11, Pages 21 and 22, Maitland Orange County, Florida; more particularly described as follows:

Beginning at the Southwest corner of said Tract 7, being a point on a curve concave Northerly, a radial line to said point bearing South 16 degrees 14 minutes 25 seconds West; thence Easterly along the South line of Tract 7, along the arc of said curve, having a radius of 1784.86 feet through a central angle of 16 degrees 09 minutes 28 seconds, for 503.35 feet to the point of tangency; thence South 89 degrees 55 minutes 03 seconds East along said South line for 118.00 feet; thence North 00 degrees 04 minutes 57 seconds East for 566.45 feet; thence North 89 degrees 55 minutes 03 seconds West for 549.18 feet to an intersection with a curve concave Easterly and lying along the West line of Tract 7, a radial line to said point bearing South 87 degrees 20 minutes 44 seconds West; thence Southerly along the arc of said curve having a radius of 1397.39 feet, through a central angle of 01 degrees 55 minutes 49 seconds, for 47.08 feet to the point of reverse curvature of a curve concave Westerly and lying along said Westerly line; thence Southerly along the arc of said curve, having a radius of 1467.39 feet through a central angle of 03 degrees 40 minutes 25 seconds, for 34.07 feet to the point of reverse curvature of a curve concave Easterly and lying along the West line of Tract 7; thence Southerly along the arc of said curve, having a radius of 50.00 feet, through a central angle of 31 degrees 47 minutes 18 seconds, for 27.74 feet to the point of reverse curvature of a curve concave Northwesterly and lying along the Westerly boundary of Tract 7; thence Southerly and Westerly along the arc of said curve, having a radius of 50.00 feet, through a central angle of 126 degrees 00 minutes 13 seconds, for 109.96 feet to an intersection with a curve concave Westerly and lying along the West line of Tract 7, a radial line to said intersection bearing South 86 degrees 48 minutes 21 seconds East; thence Southerly along the arc of said curve, having a radius of 1432.39 feet, through a central angle of 10 degrees 11 minutes 24 seconds, for 254.75 feet to the Point of Beginning.

EXHIBIT "1"

LIST OF LIMITED PARTNERS OF
CALLAHAN PARTNERSHIP NUMBER ONE, INC.,
A FLORIDA LIMITED PARTNERSHIP

<u>NAME OF LIMITED PARTNER</u>	<u>ADDRESS OF LIMITED PARTNER</u>
SMC FLORIDA HOLDINGS, INC., a Florida corporation	390 North Orange Avenue Suite 1225 Orlando, Florida 32801
GREGORY A. BOYD	390 North Orange Avenue Suite 1225 Orlando, Florida 32801
GOLDEN FLORIDA MANAGEMENT, INC., a Florida corporation	1399 West State Road 434 Longwood, Florida 32750
JOHN T. CALLAHAN, III	80 First Street Bridgewater, MA 02324
STEPHEN R. CALLAHAN	80 First Street Bridgewater, MA 02324
JAMIESON FAMILY TRUST	220 East Central Blvd. Suite 300 Orlando, Florida 32801
DAVID G. LEE	205 East Central Suite 300 Orlando, Florida 32801
SIGISMUND FAMILY TRUST DATED FEBRUARY 3, 1993	5700 Memorial Highway Suite 215 Tampa, Florida 33615
CALLAHAN PARTNERSHIP NUMBER ONE, INC., A FLORIDA CORPORATION (GENERAL PARTNER)	235 South Maitland Avenue Suite 216 Maitland, FL 32751

EXHIBIT "2"

CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
CALLAHAN PARTNERSHIP NUMBER ONE, LTD.,
A FLORIDA LIMITED PARTNERSHIP

<u>NAME OF LIMITED PARTNER</u>	<u>AMOUNT OF CONTRIBUTION</u>
SMC FLORIDA HOLDINGS, INC., a Florida corporation	\$100,000.00
GREGORY A. BOYD	\$0.00
GOLDEN FLORIDA MANAGEMENT, INC., a Florida corporation	\$0.00
JOHN T. CALLAHAN, III	\$125,000.00
STEPHEN R. CALLAHAN	\$125,000.00
JAMIESON FAMILY TRUST	\$20,000.00
DAVID G. LEE	\$15,000.00
SIGISMUND FAMILY TRUST DATED FEBRUARY 3, 1993	\$15,000.00
CALLAHAN PARTNERSHIP NUMBER ONE, INC., A FLORIDA CORPORATION (GENERAL PARTNER)	\$0.00

TOTAL CAPITAL CONTRIBUTED: \$400,000.00

EXHIBIT "3"

PERCENTAGE OF OWNERSHIP BY LIMITED PARTNERS OF
CALLAHAN PARTNERSHIP NUMBER ONE, LTD.,
A FLORIDA LIMITED PARTNERSHIP

<u>NAME OF LIMITED PARTNER</u>	<u>PERCENTAGE OF OWNERSHIP</u>
SMC FLORIDA HOLDINGS, INC., a Florida corporation	10 UNITS = 10%
GREGORY A. BOYD	5 UNITS = 5%
GOLDEN FLORIDA MANAGEMENT, INC., a Florida corporation	15 UNITS = 15%
JOHN T. CALLAHAN, III	30 UNITS = 30%
STEPHEN R. CALLAHAN	29 UNITS = 29%
JAMIESON FAMILY TRUST	4 UNITS = 4%
DAVID G. LEE	3 UNITS = 3%
SIGISMUND FAMILY TRUST DATED FEBRUARY 3, 1993	3 UNITS = 3%
CALLAHAN PARTNERSHIP NUMBER ONE, INC., A FLORIDA CORPORATION (GENERAL PARTNER)	1 UNITS = 1%

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR LIMITED PARTNERSHIP**

THE UNDERSIGNED, CONSTITUTING ALL OF THE GENERAL PARTNERS OF
CALLAHAN PARTNERSHIP NUMBER ONE, LTD., A FLORIDA LIMITED
PARTNERSHIP, CERTIFY:

THE AMOUNT OF CAPITAL CONTRIBUTIONS TO DATE OF THE LIMITED
PARTNERS IS \$400,000.00.

THE TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED
BY THE LIMITED PARTNERS AT THIS TIME TOTALS \$750,000.00.

SIGNED THIS 25TH DAY OF NOVEMBER, 1998.

FURTHER AFFIANT SAYETH NOT.

UNDER THE PENALTIES OF PERJURY, I (WE) DECLARE THAT I (WE) HAVE
READ THE FOREGOING AND KNOW THE CONTENTS THEREOF AND THAT THE FACTS
STATED HEREIN ARE TRUE AND CORRECT.

CALLAHAN PARTNERSHIP NUMBER ONE, INC.,
A FLORIDA CORPORATION

GENERAL PARTNER

BY: _____

BERRY J. WALKER, JR., VICE PRESIDENT

98 DEC - 1
FILED
\$300
STATE
TAMPA