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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 1:13

ACCOUNT NO. : 072100000032

REFERENCE : 085482 ~~4307842~~

AUTHORIZATION

COST LIMIT : \$ 87.50

ORDER DATE : December 31, 1998

ORDER TIME : 9:13 AM

ORDER NO. : 085482-015

CUSTOMER NO: 4307842

400002728544--0

CUSTOMER: Michael E. Goodbread, Jr., Esq
Martin Ade Birchfield &
One Independent Dr., Ste 3000
Post Office Box 59
Jacksonville, FL 32201

- all go sign.
TC + A. 1.

ANNUAL REPORT FILING

NAME: THE PALMS AT MAYPORT, LTD.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

Name _____
Availability _____
Line Reynolds _____
Docu-ent _____
Examiner _____ EXAMINEE _____
Updater _____
Under _____
Verifier _____
Acknowledgement _____
W. P. Verifier _____

EXAMINER'S INITIALS:

W99-99

1/21/99



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 4, 1999

CSC

TALLAHASSEE, FL

SUBJECT: THE PALMS AT MAYPORT, LTD.
Ref. Number: W99000000099

RESUBMIT

Please give original
submission date as file date.

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We have received your document for THE PALMS AT MAYPORT, LTD. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 499A00000142

RECEIVED

99 JAN 21 AM 10:41

DIVISION OF CORPORATION

NOTICE OF CONVERSION
AND CERTIFICATE OF LIMITED PARTNERSHIP OF
THE PALMS AT MAYPORT, LTD.

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The undersigned, in order to cause and evidence the conversion of that certain partnership known as The Palms at Mayport, a Florida general partnership, in accordance with sections 620.105, 620.108, 620.114 and 620.8902, Florida Statutes (1997), certify the following:

1. The name of the partnership is The Palms at Mayport, Ltd., a Florida limited partnership (the "Partnership").

2. The Partnership was converted to a limited partnership from a general partnership by unanimous written consent of all of the partners representing all of the partnership interests outstanding and dated as of December 29, 1998, as permitted under section 620.8902(2), Florida Statutes (1997).

3. The former name of the Partnership was The Palms at Mayport.

4. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.

5. The name and address of the initial registered agent of the Partnership in the state of Florida is JCD Palms at Mayport, L.L.C., 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.

6. The name and address of the general partners of the Partnership are as follows:

<u>Name</u>	<u>Address</u>
JCD Palms at Mayport, L.L.C.	3740 Beach Boulevard Suite 300 Jacksonville, Florida 32207

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WCD Palms at Mayport, L.L.C.

3348 Edgewater Drive
Orlando, Florida 32804

7. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed with the Florida Department of State and shall continue until December 31, 2048, unless sooner dissolved in accordance with the Agreement of Limited Partnership of The Palms at Mayport, Ltd., or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership this 29th day of December, 1998.

GENERAL PARTNERS:

JCD PALMS AT MAYPORT, L.L.C., a
Florida limited liability company

By: Jack C. Demetree
Jack C. Demetree
Managing Member

WCD PALMS AT MAYPORT, L.L.C., a
Florida limited liability company

By: William C. Demetree
William C. Demetree
Managing Member

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CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
THE PALMS AT MAYPORT, LTD.

Pursuant to Sections 48.091 and 620.105, Florida Statutes (1997), the undersigned limited liability company, having been designated as the initial Registered Agent for the service of process within the state of Florida upon The Palms at Mayport, Ltd., a Florida limited partnership, does hereby accept the appointment as such Registered Agent for the above-named limited partnership, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office, which Registered Office is located at 3740 Beach Boulevard, Suite 300, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, the undersigned, on behalf of the designated Registered Agent, has executed this Certificate in Jacksonville, Florida, on this 29th day of December, 1998.

JCD PALMS AT MAYPORT, L.L.C., a
Florida limited liability company

By: Jack C. Demetree
Jack C. Demetree
Managing Member

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF DUVAL

FILED
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Jack C. Demetree, as the managing member of JCD Palms at Mayport, L.L.C., on behalf of said limited liability company as an authorized general partner of The Palms at Mayport, Ltd., being duly sworn, says that JCD Palms at Mayport, L.L.C. and WCD Palms at Mayport, L.L.C., are the general partners of The Palms at Mayport, Ltd., a Florida limited partnership (the "Partnership"), and that the sum of One Thousand and No/100 Dollars (\$1,000.00) shall be contributed to the Partnership by the limited partners of said Partnership.

GENERAL PARTNER:

JCD PALMS AT MAYPORT, L.L.C., a
Florida limited liability company

By: Jack C. Demetree
Jack C. Demetree
Managing Member

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29th day of December, 1998, by Jack C. Demetree, as managing member of JCD Palms at Mayport, L.L.C., a Florida limited liability company, as general partner of The Palms at Mayport, Ltd., a Florida limited partnership, on behalf of the partnership. He ☒ is personally known to me or ☐ has produced _____ as identification.

Printed: MARIAN K. ALLEN
Notary Public, State of Florida at Large
My commission expires:
Commission No.:

(Notarial Seal)



Marian K. Allen
MY COMMISSION # CC665866 EXPIRES
July 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Jack C. Demetree, as the managing member of JCD Palms at Mayport, L.L.C. and William C. Demetree, as the managing member of WCD Palms at Mayport, L.L.C., on behalf of said limited liability companies as the general partners of The Palms at Mayport, Ltd., being duly sworn, say that JCD Palms at Mayport, L.L.C. and WCD Palms at Mayport, L.L.C., are the general partners of The Palms at Mayport, Ltd., a Florida limited partnership (the "Partnership"), and that the sum of One Thousand and No/100 Dollars (\$1,000.00) shall be contributed to the Partnership by the limited partners of said Partnership. The undersigned do not anticipate any additional capital contributions to the Partnership by the limited partners.

GENERAL PARTNERS:

JCD PALMS AT MAYPORT, L.L.C., a
Florida limited liability company

By: Jack C. Demetree
Jack C. Demetree
Managing Member

WCD PALMS AT MAYPORT, L.L.C., a
Florida limited liability company

By: William C. Demetree
William C. Demetree
Managing Member

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STATE OF FLORIDA
COUNTY OF DUVAL

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The foregoing instrument was sworn to and subscribed before me this 6th day of January, 1999, by Jack C. Demetree, as managing member of JCD Palms at Mayport, L.L.C., a Florida limited liability company, as general partner of The Palms at Mayport, Ltd., a Florida limited partnership, on behalf of the partnership. He ☒ is personally known to me or ☐ has produced _____ as identification.

Printed: Marian K. Allen
Notary Public, State of Florida at Large
My commission expires:
Commission No.:

(Notarial Seal)



Marian K. Allen
MY COMMISSION # CC667866 EXPIRES
July 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 7th day of January, 1999, by William C. Demetree, as managing member of WCD Palms at Mayport, L.L.C., a Florida limited liability company, as general partner of The Palms at Mayport, Ltd., a Florida limited partnership, on behalf of the partnership. He ☒ is personally known to me or ☐ has produced _____ as identification.

Printed: Madelyn Boelter
Notary Public, State of Florida at Large
My commission expires: 8/9/02
Commission No.: CC 749663

(Notarial Seal)

