

Document Number Only

A990000000139

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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002738794--9

-01/13/99--01001--012

***1750.00 ***1750.00

400002738794--9

-01/13/99--01001--013

*****35.00 *****35.00

Simon/Chelsea Orlando Development L.P.

299A W0003067

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☒ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPY
FILE STAMPED

TO

JEFFREY D. BUTTERFIELD

1/12

File Second

BK

1/12/98

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
99 JAN 12 PM 4: 01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 13, 1999

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: SIMON/CHELSEA ORLANDO DEVELOPMENT L.P.
Ref. Number: W99000000881

We have received your document for SIMON/CHELSEA ORLANDO DEVELOPMENT L.P. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The present law does not allow Florida limited partnerships to use the suffix "L.P."

Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

ALSO, there seems to be a PAGE MISSING. The Certificate of Limited Partnership must also include the NAME AND STREET ADDRESS of the General Partner. And it must be SIGNED by the General Partner.

✓ALSO, the WRONG AFFIDAVIT language has been used. The wording on your affidavit is the wording that would be used if the partnership were a FOREIGN limited partnership.

I am enclosing a form for a Florida limited partnership Affidavit of Capital Contributions.

You must tell us two things. You must first tell us the total limited partner contributions to date. Then you must tell us the TOTAL AMOUNT CONTRIBUTED AND ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS.

Since you already seem to know that this amount will be at least \$250,000, it would be to your advantage to declare a TOTAL ANTICIPATED AMOUNT that you are certain will never be surpassed. Like TEN MILLION DOLLARS. Or whatever.

That way the partnership will avoid the expense -- which could be thousands of dollars -- of filing SUPPLEMENTAL AFFIDAVITS. Please note that the law requires you declare a DEFINITE TOTAL ANTICIPATED AMOUNT.

ATTN: Buck
Kohn
Please Recheck.
Thank you!
Jeffrey - CT

Karsh
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Pick-up
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TALLAHASSEE, FL
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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: 399A00001625

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CERTIFICATE OF LIMITED PARTNERSHIP
of
SIMON/CHELSEA ORLANDO DEVELOPMENT LIMITED
PARTNERSHIP

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- 1). The name of the limited partnership is Simon/Chelsea Orlando Development Limited Partnership.
- 2). The business address of the Limited Partnership is 103 Eisenhower Parkway, Roseland, New Jersey 07068.
- 3). The name of its registered agent for Service of Process is CT Corporation System.
- 4). The Florida Street Address for the Registered Agent is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
- 5). Acceptance by the Registered Agent for Service of Process.

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Connie Bryan
Officer Signature

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Name and Title of Officer

- 6). The mailing address of the Limited Partnership is 103 Eisenhower Parkway, Roseland, New Jersey 07068.
- 7). The latest date upon which the Limited Partnership is to be dissolved is December 31, 2050.

8). Name of the General Partner:

S/C Orlando Development LLC, a Delaware limited liability company.

M9900000045

Specific Address of the General Partner:

c/o Chelsea GCA Realty Partnership, L.P., 103 Eisenhower Parkway,
Roseland, NJ 07068.

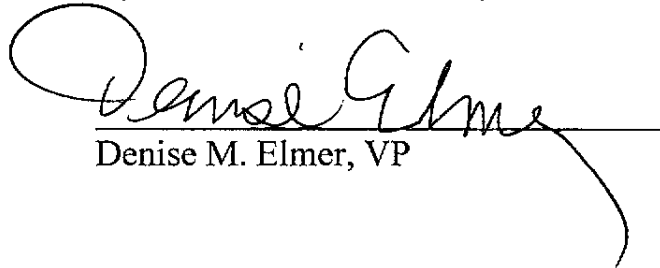
Signed this 21st day of January, 1999.

Signature of the General Partner:

S/C Orlando Development LLC

By: Chelsea GCA Realty Partnership, L.P.

By: Chelsea GCA Realty, Inc.


Denise M. Elmer, VP

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the general partner of
Simon/Chelsea Orlando Development Limited Partnership, a Florida
Limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is
\$0.00.
2. The total amount contributed and anticipated to be contributed by the
limited partners will not exceed \$25,000,000.00.

This 21st day of January, 1999.

FURTHER AFFIANT SAYETH NOT.

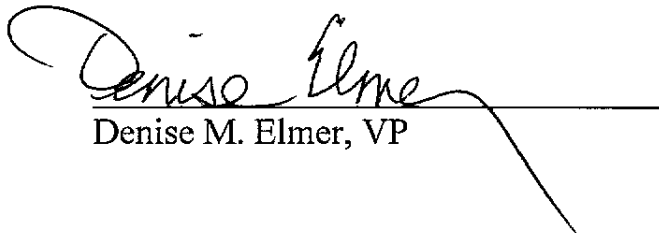
Under penalties of perjury I declare that I have read the foregoing and that
the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER

S/C Orlando Development LLC

By: Chelsea GCA Realty Partnership, L.P.

By: Chelsea GCA Realty, Inc.


Denise M. Elmer, VP

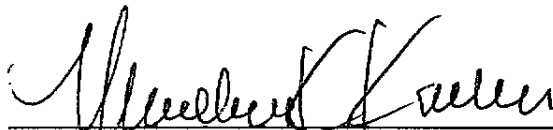
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State of New Jersey
County of Essex
January 21, 1999

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared S/C Orlando Development LLC (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Vice President of the General Partner of the Operating Member of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of January, 1999.



Notary Public

State of New Jersey at Large
My Commission Expires:

(Seal)

MICHELLE K. KOVACH
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires August 8, 1999

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