

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8002 • Fax (850) 222-1222

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RSG Family Limited
Partnership - Edgewater

____ Art of Inc. File _____
✓ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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DIVISION OF CORPORATIONS
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3/2/99

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

3/2/99 8:58

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
RSG FAMILY LIMITED PARTNERSHIP - EDGEWATER
a Florida limited partnership**

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act and in accordance with the requirements of F.S. 620.108, hereby states:

1. The name of the Partnership is: **RSG FAMILY LIMITED PARTNERSHIP - EDGEWATER.**

2. The address of the office of the Partnership is: **P.O. Box 1550, Marco Island, Florida 34146.**

3. The name and address of the agent for service of process on the Partnership is: **Ronald L. Glas, 850 South Collier Blvd., #1701, Marco Island, Florida 34145.**

4. The name and business address of the General Partner is:

pgx uul 9907
**BARFIELD BAY HOLDINGS, INC., a Florida corporation
P.O. Box 1550
Marco Island, Florida 34146**

5. The mailing address of the Partnership is:

**P.O. Box 1550
Marco Island, Florida 34146**

6. The latest date upon which the Partnership shall dissolve is: **December 31, 2021.**

7. A. Purpose. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Partnership to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Partnership, is to engage solely in the following activities:

1. To acquire that certain parcel of real property, together with all improvements located thereon, commonly known as the Edgewater Apartments, situated in the City of St. Peterburg, State of Florida (referred to as the "Property").

2. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property.

3. To exercise all powers enumerated in the Uniform Limited Partnership Act of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

B. Certain Prohibited Activities. Notwithstanding any provision hereof or of any other document governing the formation, management or operation of the Partnership to the contrary, the following shall govern: The Partnership shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the Partnership shall not incur, assume or guaranty any other indebtedness. The Partnership shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the Partnership) formed or surviving such consolidation or merger or that acquired by conveyance or transfer the properties and assets of the Partnership substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article and in Article 17.16 of the partnership agreement, and (c) shall expressly assume the due and punctual performance of the Partnership's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by the Partnership and be continuing. For so long as a mortgage lien exists on the Property, the Partnership will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of all of the partners of the Partnership. For so long as a mortgage lien exists on the Property, no material amendment to the partnership agreement may be made without first obtaining approval of the mortgagee holding a first mortgage lien on the Property.

8. It is the intent of the General Partner of this limited partnership that the Partnership be formed at the time of the filing of this Certificate with the Florida Department of State.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of the RSG Family Limited Partnership - Edgewater on this 25 day of February 1999.

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843:48

"GENERAL PARTNER"

BARFIELD BAY HOLDINGS, INC.,
a Florida corporation

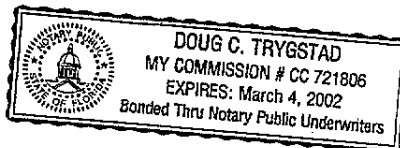
By: [Signature]
Ronald L. Glas
President of Barfield Bay
Holdings, Inc.
General Partner of the RSG
Family Limited Partnership -
Edgewater

FLDL# 6420 73246 3730 Exp 2003

STATE OF Florida
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 25 day of February, 1999, by RONALD L. GLAS, the President of Barfield Bay Holdings, Inc., a Florida corporation, on behalf of the corporation, as general partner of the RSG Family Limited Partnership - Edgewater, a Florida limited partnership. He is personally known to me or did produce FLDL as identification.

[Signature]
Notary Public
Name: Doug Trygstad
My Commission Expires:



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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
TO RSG FAMILY LIMITED PARTNERSHIP - EDGEWATER

STATE OF _____
COUNTY OF _____

BEFORE ME, the undersigned authority, personally appeared
RONALD L. GLAS, the President of Barfield Bay Holdings, Inc., as
General Partner of the RSG FAMILY LIMITED PARTNERSHIP - EDGEWATER
(the "Partnership"), who, upon being duly sworn, certifies as
follows:

1. The amount of capital contributions to the Partnership
made by the limited partners is, in the aggregate, cash and
property having a value of \$1,000.00.

2. It is not anticipated that additional capital
contributions will be made by the Limited Partners.

Under penalties of perjury, the undersigned as an authorized
officer of the General Partner declares that he has read the
foregoing and that the facts alleged are true, to the best of his
knowledge and belief.

"GENERAL PARTNER"

BARFIELD BAY HOLDINGS, INC.,
a Florida corporation

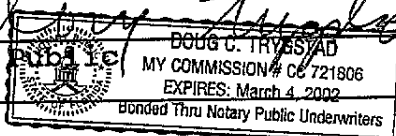
By: _____

Ronald L. Glas
President of Barfield Bay
Holdings, Inc., General Partner of
the RSG Family Limited Partnership -
Edgewater

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this 25
day of February, 1999, by RONALD L. GLAS, the President of
Barfield Bay Holdings, Inc., a Florida corporation, on behalf of
the corporation, as general partner of the RSG Family Limited
Partnership - Edgewater, a Florida limited partnership. He is
personally known to me or did produce FLDL# 6420732463730 as
identification. Exp 2003

Notary Public
Name: _____



My Commission Expires: _____

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR RSG FAMILY LIMITED PARTNERSHIP - EDGEWATER**

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DIVISION OF CORPORATIONS
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Having been named as statutory registered agent for the RSG FAMILY LIMITED PARTNERSHIP - EDGEWATER, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent in accordance with F.S. 620.105(2).

"REGISTERED AGENT"

RONALD L. GLAS
RSG FAMILY LIMITED PARTNERSHIP -
EDGEWATER
850 South Collier Blvd., #1701
Marco Island, Florida 34145

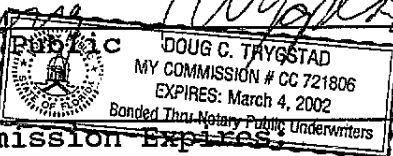
STATE OF
COUNTY OF

Florida
Pinellas

The foregoing instrument was acknowledged before me this 25 day of February, 1999, by RONALD L. GLAS, as Registered Agent, who is personally known or did produce FID# 6400-732-46 3730 as identification.

Exp 2003

Notary



Print:

My Commission Expires