



THE UNITED STATES  
CORPORATION  
COMPANY

# A99000000700

ACCOUNT NO. : 072100000032

REFERENCE : 217117 4381472

AUTHORIZATION :

COST LIMIT : \$ 157.50

*Patricia Myers*

ORDER DATE : April 23, 1999

ORDER TIME : 9:01 AM

ORDER NO. : 217117-005

100002851221--7

CUSTOMER NO: 4381472

CUSTOMER: Janice Myers, Legal Assistant  
BROAD AND CASSEL  
BROAD AND CASSEL  
Suite 1100  
390 North Orange Avenue  
Orlando, FL 32801

DOMESTIC FILING

NAME: HICKORY FLAT ROAD PARTNERS,  
LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~XX~~ CERTIFIED COPY  
~~XX~~ PLAIN STAMPED COPY  
~~XX~~ (2) CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*(Handwritten initials)*

*NYC*

*4/28/99*

99 APR 28 PM 4:55

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 APR 26 AM 10:43

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 26, 1999

JANNA WILSON  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: HICKORY FLAT ROAD PARTNERS, LTD.  
Ref. Number: W99000009771

We have received your document for HICKORY FLAT ROAD PARTNERS, LTD. and the authorization to debit your account in the amount of \$157.50. However, the document has not been filed and is being returned for the following:

Before this partnership can be filed, NUROCK CAPITAL PARTNERS I, LLC and NUROCK HOUSING FOUNDATION, INC. will have to be qualified in Florida.,

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: 799A00021998

FILED  
DIVISION OF CORPORATIONS  
99 APR 28 PM 4: 55

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99 APR 28 PM 4: 44

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RESUBMIT  
Please give original  
submission date as file date.

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**HICKORY FLAT ROAD PARTNERS, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting all of the general partners of HICKORY FLAT ROAD PARTNERS, LTD. (the "Partnership"), hereby submit the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be HICKORY FLAT ROAD PARTNERS, LTD. (the "Partnership").

2. The address of the initial office where records shall be kept shall be 1551 Sandspur Road, Maitland, Florida 32751. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The names and initial business addresses of the General Partners are:

CED CAPITAL HOLDINGS XI, LTD., a Florida limited partnership  
1551 Sandspur Road  
Maitland, Florida 32751

89900000672

28

NUROCK CAPITAL PARTNERS I, LLC, a Georgia limited liability company  
5920 Roswell Road, Suite B107-184  
Atlanta, Georgia 30328

89900000626

NUROCK HOUSING FOUNDATION, INC., a Georgia nonprofit corporation  
5920 Roswell Road, Suite B107-184  
Atlanta, Georgia 30328

899000002194

4. The initial mailing address of the limited partnership is 1551 Sandspur Road, Maitland, Florida 32751.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2049.

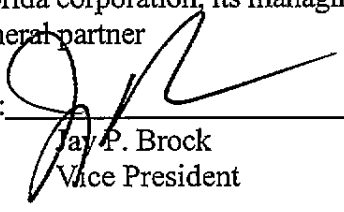
99 APR 28 PM 4:55  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA  
TALLAHASSEE, FLORIDA

This Certificate has been executed by the undersigned as of the 19th day of April, 1999.

**GENERAL PARTNERS:**

**CED CAPITAL HOLDINGS XI, LTD.,**  
a Florida limited partnership

By: CED Capital Holdings XI, Inc., a  
Florida corporation, its managing  
general partner

By:   
Jay P. Brock  
Vice President

**NUROCK CAPITAL PARTNERS I, LLC, a**  
Georgia limited liability company

By: \_\_\_\_\_  
Robert G. Hoskins, Manager

**NUROCK HOUSING FOUNDATION ,**  
**INC.,** a Georgia nonprofit corporation

By: \_\_\_\_\_  
Robert G. Hoskins, President

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JACKSONVILLE, FLORIDA

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APR-19-99 MON 04:36 PM

Date: 4/19/99 Time: 6:14:36 PM

FAX NO.

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99 APR 28 PM 4:55

This Certificate has been executed by the undersigned as of the 14th day of April, 1999.

**GENERAL PARTNERS:**

**CED CAPITAL HOLDINGS XI, LTD.,**  
a Florida limited partnership

By: CED Capital Holdings XI, Inc., a  
Florida corporation, its managing  
general partner

By: \_\_\_\_\_  
Jay P. Brock  
Vice President

**NUROCK CAPITAL PARTNERS I, LLC,** a  
Georgia limited liability company

By: \_\_\_\_\_  
Robert G. Hoskins, Manager

**NUROCK HOUSING FOUNDATION  
INC.,** a Georgia nonprofit corporation

By: \_\_\_\_\_  
Robert G. Hoskins, President

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

Having been designated as the Registered Agent for HICKORY FLAT ROAD PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL  
FLORIDA, INC.,** a Florida corporation

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

**Randal M. Alligood**  
Vice President

Dated this 20th day of April, 1999.

RECEIVED  
DIVISION OF CORPORATIONS  
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## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of HICKORY FLAT ROAD PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of HICKORY FLAT ROAD PARTNERS, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

### GENERAL PARTNERS:

**CED CAPITAL HOLDINGS XI, LTD.,**  
a Florida limited partnership

By: CED Capital Holdings XI, Inc., a  
Florida corporation, its managing  
general partner

By: Jay P. Brock  
Vice President

**NUROCK CAPITAL PARTNERS I, LLC, a**  
Georgia limited liability company

By: \_\_\_\_\_  
Robert G. Hoskins, Manager

**NUROCK HOUSING FOUNDATION ,**  
INC., a Georgia nonprofit corporation

By: \_\_\_\_\_  
Robert G. Hoskins, President

Dated this 19th day of April, 1999.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of April, 1999, by Jay P. Brock, as Vice President of CED Capital Holdings XI, Inc., a Florida corporation, as managing general partner of CED Capital Holdings XI, Ltd. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

Peggy A. Baker  
(Signature of Notary Public)



Peggy A. Baker  
My Commission CC603976  
Expires November 25, 2000

\_\_\_\_\_  
(Typed name of Notary Public)  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_

APR-19-99 MON 04:36 PM

FAX NO.

10/37

99 APR 28 PM 4:55  
FILED  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being all of the general partners of HICKORY FLAT ROAD PARTNERS, LTD. and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of HICKORY FLAT ROAD PARTNERS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

#### GENERAL PARTNERS:

**CED CAPITAL HOLDINGS XI, LTD.,**  
a Florida limited partnership

By: CED Capital Holdings XI, Inc., a  
Florida corporation, its managing  
general partner

By: \_\_\_\_\_  
Jay P. Brock  
Vice President

**NUROCK CAPITAL PARTNERS I, LLC,** a  
Georgia limited liability company

By: \_\_\_\_\_  
Robert G. Hoskins, Manager

**NUROCK HOUSING FOUNDATION  
INC.,** a Georgia nonprofit corporation

By: \_\_\_\_\_  
Robert G. Hoskins, President

Dated this 19th day of April, 1999.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this \_\_\_\_ day of April, 1999, by Jay P. Brock, as Vice President of CED Capital Holdings XI, Inc., a Florida corporation, as managing general partner of CED Capital Holdings XI, Ltd. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
(Signature of Notary Public)

\_\_\_\_\_  
(Typed name of Notary Public)

Notary Public, State of Florida

Commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_

APR-19-99 MON 04:36 PM

FAX NO.

P. 11/37

STATE OF GEORGIA

COUNTY OF Fulton

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of April, 1999, by Robert G. Hoskins, as Manager of NuRock Capital Partners I, LLC, a Georgia limited liability company, and as President of NuRock Housing Foundation I, Inc., a Georgia nonprofit corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

Linda S. Cranfield  
(Signature of Notary Public)

Linda S. Cranfield

(Typed name of Notary Public)

Notary Public, State of Georgia

Commission No. \_\_\_\_\_

My commission expires: February 25, 2003

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 28 PM 4:55