

**CORPORATE
ACCESS,
INC.**

A99000000871

105 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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6/1/99 11:00 *UT* *U*

FILED OF STATISTICS
DIVISION OF CORPORATIONS
99 JUN - 1 AM 10:36

☒ **CERTIFIED COPY**

CUS

☐ **PHOTO COPY**

☒ **FILING** *Ltd*

1.) *The Bishop Capital Management Limited Partnership*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

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4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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by K
6/1/99

SPECIAL INSTRUCTIONS

RECEIVED
99 JUN - 1 AM 9:42
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE BISHOP CAPITAL MANAGEMENT LIMITED PARTNERSHIP
A Florida Limited Partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -1 AM 10:39

The undersigned makes the following declaration of information for the purpose of forming THE BISHOP CAPITAL MANAGEMENT LIMITED PARTNERSHIP under the Florida Revised Uniform Partnership Act:

1. Name. The name of this Limited Partnership is THE BISHOP CAPITAL MANAGEMENT LIMITED PARTNERSHIP.

2. Business. The purpose of the Partnership's business is to own, acquire, sell, manage and lease investment property of any type, kind or description, including marketable securities and real estate, and to do all other things necessary, proper, convenient or advisable in connection therewith.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is c/o Dunwody White & Landon, P.A., 239 South County Road, Suite 300, Palm Beach, FL 33480, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Ronald L. Fick, c/o Dunwody White & Landon, P.A., 239 South County Road, Suite 300, Palm Beach, Florida 33480, and who acknowledges by his signature hereunder that he accepts such designation.

5. The General Partner. The name and business address of the General Partner is Bishop Capital Management, Inc., c/o Dunwody White & Landon, P.A., 239 South County Road, Suite 300, Palm Beach, FL 33480. *99000045338*

6. Mailing Address. The mailing address of the Limited Partnership is c/o Dunwody White & Landon, P.A., 239 South County Road, Suite 300, Palm Beach, FL 33480.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on the 35th

anniversary of the date of THE BISHOP CAPITAL MANAGEMENT LIMITED PARTNERSHIP AGREEMENT, unless terminated or dissolved earlier or extended by written agreement of a majority of the Partners.

8. Affidavit of the Amount of Capital Contributions. The amount of capital contributions of each limited partner and the amount of capital contributions anticipated by the limited partners is described in the Affidavit attached as Schedule A.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 24 day of May, 1999.

Witnesses

GENERAL PARTNER:

BISHOP CAPITAL MANAGEMENT,
INC.

Kay T. Sheets
[Signature]

By: William S. Bishop
William S. Bishop, President

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced Florida Limited Partnership at the above-designated Registered Office, the undersigned hereby accepts the appointment, and agrees to comply with the provisions of Chapter 620 et seq., Florida Statutes, as amended from time to time, concerning the obligations of registered agents.

Executed this 26 day of May, 1999.

Ronald L. Fick
Ronald L. Fick, Registered Agent

SCHEDULE A

**THE BISHOP CAPITAL MANAGEMENT LIMITED PARTNERSHIP
AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF THE
LIMITED PARTNERSHIP, AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN -1 AM 10:36

The undersigned presents this Affidavit, given under oath, to affirm the following:

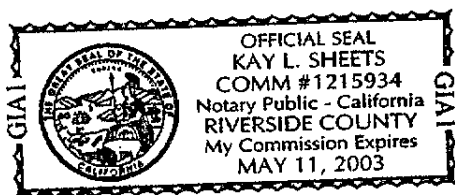
1. The amount of the capital contributions to date by the Limited Partners is \$-0-.
2. The amount anticipated to be contributed by the Limited Partners at this time totals \$5,000,000.

**BISHOP CAPITAL MANAGEMENT,
INC.**

By: William S. Bishop
William S. Bishop, President

STATE OF CALIFORNIA)
) SS:
COUNTY OF RIVERSIDE)

On this 24 day of May, 1999, before me personally came **WILLIAM S. Bishop** as **President of BISHOP CAPITAL MANAGEMENT, INC.**, General Partner, who is personally known to me (yes) (no) Or who has produced CA Business Lic. as identification to me, and who acknowledged execution of the foregoing instrument.



Kay L. Sheets
Notary Public, State of California
Name: Kay L. Sheets
(Print Name)
My Commission Expires: May 11, 2003