

A99000001487

LAW OFFICES OF
GOULD, COOKSEY, FENNELL,
O'NEILL & MARINE, P. A.

JOHN R. GOULD (1921-1988)
BYRON T. COOKSEY
DARRELL FENNELL
EUGENE J. O'NEILL*

*FLA. BOARD CERTIFIED
CIVIL TRIAL LAWYER

979 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963
TELEPHONE (561) 231-1100
FAX (561) 231-2020

CHRISTOPHER H. MARINE
DAVID M. CARTER
TODD W. FENNELL
J. ERIC TAYLOR
SUSAN L. CHENAULT

August 31, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000002976640--S
-09/02/99-01029-012
***1811.25 ***1811.25

Re: Kempton Management Limited Partnership

Ladies and Gentlemen:

Enclosed please find two originals of the Certificate of Limited Partnership and Affidavit of Contributions for Kempton Management Limited Partnership for filing. Enclosed is our client's check payable to the Secretary of State in the amount of \$1,811.25 for the \$1,750.00 filing fee, the \$52.50 for designation of registered agent and \$8.75 for a certificate of status. Please advise me when the Partnership has been filed.

Sincerely,

Todd W Fennell

Todd W. Fennell

TWF:gc
enclosures

cc: Jack L. Kempton

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -2 PM 1:45

ALI

KEMPTON MANAGEMENT LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner hereby executes and acknowledges this Certificate of Limited Partnership for the purpose of forming a limited partnership under Chapter 620, Florida Statutes, entitled, "Florida Revised Uniform Limited Partnership Act (1986)".

ARTICLE I

Name

This Limited Partnership shall be known as:

KEMPTON MANAGEMENT LIMITED PARTNERSHIP

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address shall be:

122 - 43rd Avenue, S.W.
Vero Beach, FL 32962

ARTICLE III

Purpose

The purpose of the Limited Partnership is to manage and invest real estate, stocks, bonds, securities and any other property (the "Property") and to invest and reinvest the assets of the Partnership, and otherwise to manage and hold the Property and to generally engage in any and all business activities that the General Partner may, from time to time, deem to be in the best interests of the Partnership. To this end, the Partnership shall have the power to purchase or otherwise acquire, develop, own, hold, improve, manage, mortgage, lease, exchange and sell or otherwise dispose of and deal with the Property, or any part thereof; to incur indebtedness, whether secured or unsecured, for any of such purposes; and to do any and all other acts or things that may be necessary, incidental or convenient to carry on the business of the Partnership, as the General Partner may determine from time to time.

ARTICLE IV

General Partner

The name and address of the General Partner of this Limited Partnership shall be:

J.K. of Indian River, Inc.
122 - 43rd Avenue, S.W.
Vero Beach, FL 32962

FILED
CLERK OF STATE
INVESTMENT
99 SEP - 2 PM 1:45

ARTICLE V
Terms and Dissolution

This Limited Partnership shall commence on the date of filing and acceptance of this Certificate of Limited Partnership and shall continue in existence until December 31, 2050, if not sooner terminated pursuant to the Limited Partnership Agreement.

ARTICLE VI
Contributions

The anticipated initial contributions of the Limited Partners consist of the amount of cash and the agreed value of other property as described on the Affidavit of Contributions attached hereto.

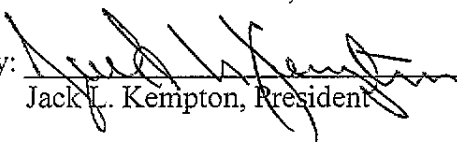
ARTICLE VII
Registered Agent

The name and address of the Registered Agent of this Limited Partnership shall be:

Todd W. Fennell
979 Beachland Blvd.
Vero Beach, FL 32963

J.K. OF INDIAN RIVER, INC.

Date: July 16, 1999

By: 
Jack L. Kempton, President

"General Partner"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -2 PM 1:45

KEMPTON MANAGEMENT LIMITED PARTNERSHIP
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **TODD W. FENNELL**, having been named as Registered Agent to accept service of process for the above-named Limited Partnership at the registered office designated in the Certificate of Limited Partnership, hereby agrees and consents to act in that capacity.

DATED this 16th day of July, 1999.

Todd W Fennell
TODD W. FENNELL, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP -2 PM 1:45

KEMPTON MANAGEMENT LIMITED PARTNERSHIP
AFFIDAVIT OF CONTRIBUTIONS

The undersigned General Partner hereby declares the following to be the true and correct statements of the actual and anticipated capital contributions by the Limited Partners and the General Partner of KEMPTON MANAGEMENT LIMITED PARTNERSHIP to the best of its knowledge:

Amount: \$1,050,000.00. Value of 99% interest in Kempton & Kempton, a Florida general partnership contributed to the limited partnership.

Executed this 16th day of July, 1999.

Paul G. D'Amico
Gina M. Cappello
Witnesses as to General Partner

J.K. OF INDIAN RIVER, INC.

By: Jack L. Kempton
Jack L. Kempton, President

"General Partner"

(SEAL)

99 SEP-2 PM 1:45
DIVISION OF CORPORATIONS
SECRETARY OF STATE
FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared JACK L. KEMPTON well known to me to be the President of J.K. OF INDIAN RIVER, INC., a Florida corporation, that he acknowledged executing same in the presence of two subscribing witnesses freely and voluntarily under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid, this 16th day of July, 1999.

Laurel K. Kaage
Notary Public. State of Florida.
My commission expires:

