

# A 990000001742

## TILLMAN ROGERS TANSEY

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

MICHAEL TILLMAN, J.D.  
THOMAS R. ROGERS, J.D., C.P.A.  
SCOTT TANSEY, J.D., LL.M. †  
MONICA VONDRUSKA LOTHROP, J.D., LL.M.

5346 S.W. 91ST TERRACE  
GAINESVILLE, FL 32608-7124  
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TILLMAN@POST.HARVARD.EDU

OF COUNSEL:  
BYRON E. WOODMAN, JR., J.D., LL.M.\*  
THOMAS E. PECKHAM, J.D., LL.M.\*  
†LIC. IN CA \*LIC. IN MA

October 14, 1999

TO: Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-10/18/99--01117--010  
\*\*\*1785.00 \*\*\*1785.00

RE: THE HIGMAN LIMITED PARTNERSHIP

The undersigned, pursuant to the provisions of the Florida Limited Partnership Act hereby requests that the HIGMAN LIMITED PARTNERSHIP be registered as required by State law.

Enclosed are:

1. Certificate of Limited Partnership, in duplicate
2. Affidavit of Capital Contribution
3. A Check for \$1,785.00 in payment of the filing fee is enclosed, which includes \$1,750.00 for filing fee and \$35.00 for designation of registered agent.

Thank you for your assistance.

Please return the duplicate Certificate to my law firm at the above address indicating your receipt of our filing.

Sincerely,

Monica V. Lothrop

Monica V. Lothrop

MVL:mr

Encs. - as stated

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF THE**

**HIGMAN LIMITED PARTNERSHIP**

**A Florida Limited Partnership**

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The undersigned does hereby certify that a Florida Limited Partnership Agreement was signed on June 2, 1999 at Gainesville, Florida by the following, herein called "General Partner":

JAMES C. HIGMAN and CAROL A. HIGMAN,  
Trustees, or their successors in trust, under the HIGMAN  
MANAGEMENT TRUST dated June 2, 1999, and any  
amendments thereto,

and by the following, hereinafter referred to as the initial "Limited Partners":

JAMES C. HIGMAN and CAROL A. HIGMAN,  
Trustees, or their successors in trust, under the JAMES  
C. HIGMAN LIVING TRUST dated June 2, 1999, and  
any amendments thereto

CAROL A. HIGMAN and JAMES C. HIGMAN,  
Trustees, or their successors in trust, under the CAROL  
A. HIGMAN LIVING TRUST dated June 2, 1999, and  
any amendments thereto.

**WITNESSETH:**

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida Limited Partnership Act.

1. Name. The name of this Limited Partnership is the HIGMAN  
LIMITED PARTNERSHIP.

2. Business. The Limited Partnership may hold, manage, develop, exchange, or lease real estate, buy and sell both real and personal property including options, rights, intangibles and undivided interests in property, hold other investment assets. There is no geographical or jurisdictional restriction upon the location of an investment property or activity. The Limited Partnership may lease property which it owns or needs and may sublease property which it acquires under another lease. It may borrow and lend money, with or without interest or collateral. Furthermore, the Limited Partnership may engage in or conduct any lawful business or investment activities.

3. Principal Place of Business, Records Location and Registered Office.  
The location of the principal place of business and records location of the Limited Partnership, and its business mailing address is: 5346 S.W. 91st Terrace, Gainesville, FL 32608. The location of the registered office of the Limited Partnership is: 5346 S.W. 91st Terrace, Gainesville, FL 32608.

4. Appointment and Consent to Serve as Registered Agent. The registered agent for service for this Limited Partnership is MONICA V. LOTHROP, whose Florida street address is 5346 S.W. 91st Terrace, Gainesville, FL 32608.

MONICA V. LOTHROP accepts the appointment as agent of the HIGMAN LIMITED PARTNERSHIP upon whom process, notices, and demands may be served, whose principal place of business and records are located at the address stated above. MONICA V. LOTHROP understands that as agent it will be her responsibility to receive service of process, to forward mail, and to immediately notify the Office of the Secretary of State in the event of her resignation or of any changes in the Registered Office Address.

Monica V. Lothrop  
MONICA V. LOTHROP

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99 OCT 18 PM 2:00

5. The Partners. The General Partner of this Limited Partnership is:

**JAMES C. HIGMAN and CAROL A. HIGMAN, Trustees, or their successors in trust, under the HIGMAN MANAGEMENT TRUST dated June 2, 1999, and any amendments thereto.**

Residence and Mailing Address:

5346 S.W. 91st Terrace  
Gainesville, FL 32608

The Limited Partnership shall also have such Limited Partners as are named in the Limited Partnership Agreement. The initial limited partners are:

**JAMES C. HIGMAN and CAROL A. HIGMAN, Trustees, or their successors in trust, under the JAMES C. HIGMAN LIVING TRUST dated June 2, 1999, and any amendments thereto**

Residence and Mailing Address:

622 S.W. 23rd Place  
Gainesville, FL 32601

**CAROL A. HIGMAN and JAMES C. HIGMAN, Trustees, or their successors in trust, under the CAROL A. HIGMAN LIVING TRUST, dated June 2, 1999, and any amendments thereto**

Residence and Mailing Address:

622 S.W. 23rd Place  
Gainesville, FL 32601

6. Term. The Partnership shall begin on the date this Certificate of Limited Partnership is filed with the Secretary of the State of Florida and shall end on

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99 OCT 18 PM 2:00

December 31, 2033, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by agreement of the partners.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the Limited Partnership. No Limited Partner shall have the right to dissolve or terminate the Limited Partnership except upon the affirmative vote of one hundred percent (100%) in interest of all Partners.

9. Profits. All annual net profits of the Limited Partnership may be distributed annually and shall be divided among the Partners in the same proportions as the Partners' then constituted partnership interest, unless retained for the Partnership investment and business activities.

10. Assignments. A Limited Partner is prohibited from selling, assigning, transferring, encumbering, or otherwise disposing of any interest in this Limited Partnership, its property, or its assets, without the written consent of all of the Partners, both General and Limited, and only after such Limited Partner gives to the Limited Partnership and other Partners an opportunity to purchase such interest, as explained in detail in the Limited Partnership Agreement. The assignee, purchaser, or transferee of the whole or any portion of a Limited Partner's interest in the Limited Partnership shall not become a substituted limited partner unless all General and Limited Partners (except the assignor, seller, or transferor) consent thereto. The

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assignor, seller, or transferor of a Limited Partnership interest shall not have the right to make his or her assignee, purchaser, or transferee a substituted Limited Partner. Furthermore, such assignee, purchaser, or transferee shall not become a substituted Limited Partner unless and until all provisions of the Partnership Agreement are complied with and expressly agreed to.

11. Additional Limited Partners. The General Partners may admit additional limited partners with the consent of all the Partners.

12. Priority Among Limited Partners. No one Limited Partner has priority over another as to the contributions or compensation by way of income.

13. Continuance of Business. When the last surviving or serving General Partner dies, retires or becomes incompetent to adequately manage his or her affairs as determined by written affidavits signed and acknowledged by two licensed physicians, the Limited Partnership shall then dissolve, unless continued by a unanimous vote of all of the Limited Partners, and the selection of a new General Partner.


14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The Partners in the Limited Partnership have initially contributed their interest in the property as set forth in Schedule "A" or "B" of the Partnership Agreement.

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**GENERAL PARTNER:**

JAMES C. HIGMAN and CAROL A. HIGMAN,  
Trustees, or their successors in trust, under the HIGMAN  
MANAGEMENT TRUST, dated June 2, 1999, and any  
amendments thereto

  
JAMES C. HIGMAN, Trustee

  
CAROL A. HIGMAN, Trustee

STATE OF FLORIDA  
COUNTY OF ALACHUA

)  
) ss.  
)

The foregoing Certificate of Limited Partnership was acknowledged before me on  
June 2, 1999, by JAMES C. HIGMAN and CAROL A. HIGMAN, Trustees, who  
personally appeared before me and who are personally known to me.

  
Notary Public



Michael Tillman  
MY COMMISSION # CC732127 EXPIRES  
May 11, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Stamp

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### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared JAMES C. HIGMAN and CAROL A. HIGMAN, Trustees, under the HIGMAN MANAGEMENT TRUST dated June 2, 1999, being the sole General Partner of THE HIGMAN LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the Limited Partners is, in the aggregate, \$ 825,816.00.
2. At this time, it is not anticipated that additional capital contributions will be made by the Limited Partners.

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

#### GENERAL PARTNER:

JAMES C. HIGMAN and CAROL A. HIGMAN, Trustees, or their successors in trust, under the HIGMAN MANAGEMENT TRUST dated June 2, 1999, and any amendments thereto.

James C. Higman  
JAMES C. HIGMAN, Trustee

Carol A. Higman  
CAROL A. HIGMAN, Trustee

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