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ACCOUNT NO. : 072100000032

REFERENCE : 526361 150991A

AUTHORIZATION :

COST LIMIT : \$ PED

ORDER DATE : December 22, 1999

ORDER TIME : 1:0 PM

ORDER NO. : 526361-005

CUSTOMER NO: 150991A

CUSTOMER: Todd W. Fennell, Esq  
GOULD COOKSEY FENNELL O'NEILL  
GOULD COOKSEY FENNELL O'NEILL  
979 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME: SOUTHWINDS FAMILY LIMITED  
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

MJH

500003078385--1  
-12/22/99--01085--006  
\*\*\*1785.00 \*\*\*1785.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC 22 PM 3:12

RECEIVED  
99 DEC 22 PM 1:42  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**SOUTHWINDS FAMILY 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:

SOUTHWINDS FAMILY LIMITED PARTNERSHIP

**ARTICLE II**

**Principal Office and Mailing Address**

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

2205 N. Southwinds, Apt. 307  
Vero Beach, FL 32963

**ARTICLE III**

**Purpose**

The purpose of the Partnership is to hold, manage and acquire land, securities, promissory notes and tangible personal property (the "Property") and to invest and reinvest the assets of the Partnership, and otherwise to manage and hold the Property for investment. 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:

999000110092  
ST. CLAIR OF VERO BEACH, INC.  
2205 N. Southwinds, Apt. 307  
Vero Beach, FL 32963

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FLD  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**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, 2049.

**ARTICLE VI**  
**Contributions**

The 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**  
**Additional Contributions**

Each Limited Partner may (but shall not be obligated to) make such additional contributions to the capital of the Limited Partnership as may from time to time be agreed upon by the General Partner.

**ARTICLE VIII**  
**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

GENERAL PARTNER:

Date: December 20, 1999.

ST. CLAIR OF VERO BEACH, INC.

By: 

James Balog, President

**SOUTHWINDS FAMILY 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 <sup>9<sup>th</sup></sup>~~20~~ day of December, 1999.

Todd W. Fennell  
TODD W. FENNELL

**SOUTHWINDS FAMILY LIMITED PARTNERSHIP**

**AFFIDAVIT OF CONTRIBUTIONS**

The undersigned General Partner hereby declares the following to be the true and correct statement of the actual and anticipated capital contributions by the Limited Partners of **SOUTHWINDS FAMILY LIMITED PARTNERSHIP** to the best of its knowledge:

Actual and Anticipated Contribution: \$1,000,000.00

Executed this 20<sup>th</sup> day of December, 1999.

ST. CLAIR OF VERO BEACH, INC.  
GENERAL PARTNER:

By: James Balog  
JAMES BALOG, President

James Kooze  
Witnesses as to General Partner

CORPORATE SEAL

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 JAMES BALOG well known to me to be the President of ST. CLAIR OF VERO BEACH, 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 21<sup>st</sup> day of December, 1999.

Gina M. Cappello  
Notary Public. State of Florida. My  
commission expires:



Gina M. Cappello  
MY COMMISSION # CC834414 EXPIRES  
June 21, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.