

CT CORPORATION SYSTEM

B02000000026

CORPORATION(S) NAME

Ginn-LA Hillcrest Ltd., LLLP

FILED
02 JAN 28 PM 12:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
02 JAN 28 PM 12:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/28/02

Order#: 5080085

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-01/28/02--01074--014

***1785.00 ***1785.00

Ref#: _____

Amount: \$ _____

OK per
BT
1/28/02

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

02 JUN 28 PM 12:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Ginn-LA Hillcrest Ltd., LLLP
(Name of limited partnership as it is in the home state)
2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Georgia 4. 1/9/02
(State of Formation) (Date of Formation)
5. C T Corporation System
(Name of Registered Agent for Service of Process)
6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)
Plantation Florida 33324
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
C T Corporation System
Carrie Bryan
(Agent must sign on this line)
8. 3343 Peachtree Road NE, Ste. 1600
Palm Coast, FL 32137
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
Ginn-Hillcrest GP, LLC 1 Florida Park Drive South, Ste. 300
M12000000072 Palm Coast, FL 32137
10. 1 Florida Park Drive South, Ste. 300, Palm Coast, FL 32137
(Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

FILED
02 JAN 28 PM 12:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

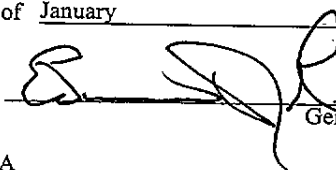
12. 1 Florida Park Drive South, Ste. 300

Palm Coast, FL 32137

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 7th day of January, 2002


General Partner

STATE OF FLORIDA

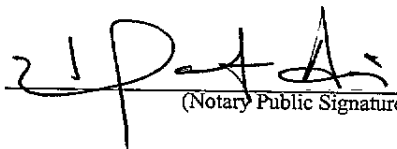
COUNTY OF FLAGLER Orange

On this 7th day of January, 2002

Edward R. Ginn, III personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

MARITZA ARIAS
(Notary's Printed Name)

MARITZA ARIAS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD011490
EXPIRES 3/22/2005
BONDED THRU 1-888-NOTARY1

Seal

My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

FILED
JAN 28 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME the undersigned personally appeared Edward R. Ginn, III, the Manager of Ginn-Hillcrest GP, LLC
the ~~X~~ general partner of Ginn-LA Hillcrest Ltd., LLLP, a ~~(an)~~ Georgia

limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 10,000,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 12,500,000.00

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 7th day of January, ~~19~~ 2002.

Ginn-Hillcrest GP, LLC, a Georgia limited liability company,
the General Partner

By: [Signature]
Edward R. Ginn, III, General Partner

STATE OF FLORIDA

COUNTY OF ~~DADE~~ Orange

On this 7th day of January, ~~19~~ 2002,

Edward R. Ginn, III, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

[Signature]
(Notary Public Signature)

MARITZA ARIAS
(Notary's Printed Name)

Seal

My Commission Expires:

MARITZA ARIAS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00011460
EXPIRES 3/22/2005
BONDED THRU 1-888-NOTARY1