

BOS000000317

From:

Tidewater Capital Management Inc.
1801 South Federal Hwy, Suite 204
Boca Raton, Florida 33432

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

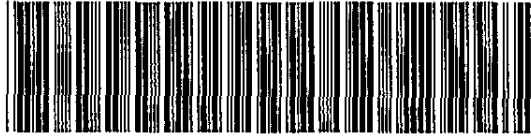
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

FF \$1785.00



300048198323

04/28/05--01015--015 **750.00

07/21/05--01008--004 **1035.00

BOS-317
TL



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 3, 2005

TIDEWATER CAPITAL MANAGEMENT INC.
1801 SOUTH FEDERAL HWY, SUITE 204
BOCA RATON, FL 33432

SUBJECT: TIDEWATER PARTNERS FUND, LP
Ref. Number: W05000022285

We have received your document for TIDEWATER PARTNERS FUND, LP and check(s) totaling \$750.00 of which \$750.00 has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$1035.00 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	
(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	
\$7 per \$1000 on increase only	
(\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50

LP Annual Report/Uniform Business Report

\$7 per \$1000 of invested capital
(\$52.50 minimum - \$437.50 maximum)
plus Supplemental Fee of \$138.75

Reinstatement

(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report/uniform business report fees)

The notary public's acknowledgement is incomplete. The seal, signature, and expiration date must be affixed. A notary public cannot notarize his own signature.

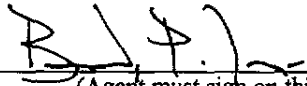
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 905A00031460

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

1. Tidewater Partners Fund, LP
(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. Delaware 4. November 10, 2003
(State of Formation) (Date of Formation)
5. Bradley P. Tuyn
(Name of Registered Agent for Service of Process)
6. 1801 South Federal Highway, Suite 204
(Street Address of Registered Office)
- Boca Raton, Florida 33432
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:

(Agent must sign on this line)
8. 1801 South Federal Hwy, Ste. 204
Boca Raton, FL 33432
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- Tidewater Capital Management, Inc. 1801 South Federal Hwy, Ste. 204
PO2-97456
10. 1801 South Federal Hwy, Ste. 204, Boca Raton, FL 33432
(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

12. 1801 South Federal Highway, Suite 204

Boca Raton, Florida 33432

(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.

Signed this 14 day of ~~DECEMBER~~ MARCH, 2005.

B. J. Ford
General Partner

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 14th day of March, 2005.

_____, personally appeared before me,

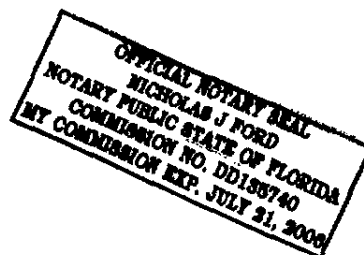
☐ who is personally known to me

☒ whose identity I proved on the basis of Drivers license

Nicholas J Ford
(Notary Public Signature)
Nicholas J Ford
(Notary's Printed Name)

Seal

My Commission Expires: 7/21/06



AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Bradley P. Tuyn
a general partner of Tidewater Partners Fund, LP, a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 750,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 750,000.

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.

Signed this 25 day of APRIL, 2005.

Bradley P. Tuyn
General Partner

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 24th day of MARCH, 2005,

BRADLEY P. TUYN, personally appeared before me,

☐ who is personally known to me

☒ whose identity I proved on the basis of

FL DRIVER'S LICENSE

Charles D. Blalock
(Notary Public Signature)

CHARLES D. BLALOCK
(Notary's Printed Name)

Seal

My Commission Expires: 3/24-09

