

Document Number Only

B9500000048

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL. 32301 (904) 656-8298

City State Zip Phone

CORPORATION(S) NAME

95 FEB -9 PM 1:25

FILED  
STATE  
SECRETARY OF  
DIVISION OF CORPORATIONS

*Overland Land Fund II, L.P., Limited Partnership*

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS / G/S

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*2/9/95*  
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PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

C. TAX \_\_\_\_\_  
FILING \_\_\_\_\_ *192.00*  
R AGENT FEE \_\_\_\_\_ *35.00*  
1 COPY \_\_\_\_\_ *52.00*  
TOT \_\_\_\_\_ *280.00*  
N. S. 8.22 \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
TAX \_\_\_\_\_

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

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

1. Overland Land Fund II, L.P.  
(Name of limited partnership as it is in the home state;

2. Overland Land Fund II, L.P., LIMITED PARTNERSHIP  
(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. December 20, 1994  
(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.

Thomas C. Totaro, Assistant Vice President  
(Officer must sign on this line)  
(Type Name and Title of Officer)

8. 1209 Orange Street, Wilmington, DE 19801  
(Address of Registered Office required in State of Formation or, if not required, Address of  
Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Starwood/Land Fund Partners I, L.P.

c/o Starwood Capital Group

B95000000047

3 Pickwick Plaza, #250, Greenwich, CT 06830

Overland Investors, Inc.

147 E. Olive Avenue

F95000000172

Monrovia, CA 91016

10. 3 Pickwick Plaza, Suite 250, Greenwich, CT 06830  
(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 cancelled or withdrawn.

12. 3 Pickwick Plaza, Suite 250, Greenwich, CT 06830  
(Mailing Address of Limited Partnership)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB -9 PM 1:26

This 1st day of Feb., 19 95.

Eugene A. Gorab  
General Partner  
By: Eugene A. Gorab, Exec. Vice President of Starwood Land, Inc.,  
the general partner of Starwood/Land Fund I, L.P.

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this \_\_\_\_\_ day  
of \_\_\_\_\_, 19 \_\_\_\_\_, by \_\_\_\_\_ (Name of General Partner) of

Overland Land Fund II, L.P.

(Name of Limited Partnership), A Delaware (State or Country) Limited  
Partnership, on behalf of the Limited Partnership.

\_\_\_\_\_  
Notary Public

State of \_\_\_\_\_ at Large

(SEAL)

My Commission Expires:  
\_\_\_\_\_

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF CALIFORNIA )

COUNTY OF LOS ANGELES )

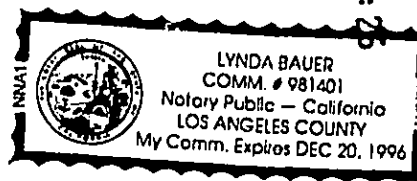
On February 1, 1995 before me, Lynda Bauer, a Notary Public, personally appeared EUGENE A. GORAB, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature

Lynda Bauer

(Seal)



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared \_\_\_\_\_, a general partner of Overland Land Fund II, L.P., 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 \$ 100,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 27,500.

This 1st day of Feb., 1995.

**FURTHER AFFIANT SAYETH NOT.**

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

General Partner

By: \_\_\_\_\_

Eugene A. Gorab, Exec. Vice President of  
Starwood Land, Inc., the general partner of  
Starwood/Land Fund Partners I, L.P., General Partner

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_  
DATE \_\_\_\_\_

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared \_\_\_\_\_ (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this \_\_\_\_\_ day of \_\_\_\_\_, 19 95.

\_\_\_\_\_  
Notary Public

Seal

State of \_\_\_\_\_ at Large  
My Commission Expires: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FEB -9 PM 1:25

CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF CALIFORNIA       )  
                                  )  
COUNTY OF LOS ANGELES    )

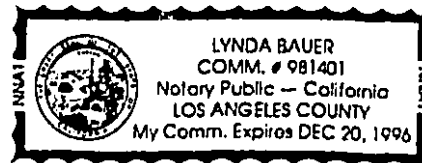
On February 1, 1995 before me, Lynda Bauer, a Notary Public, personally appeared EUGENE A. GORAB, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature

Lynda Bauer

(Seal)



FILED  
STATE  
SECRETARY OF  
CORPORATIONS  
FEB -9 PM 1:26

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 JAN 29 AM 11:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE.

OVERLAND LAND FUND II, L.P., LIMITED PARTNERSHIP

96-AR  
CM

Mailing Address  
3 PICKWICK PLAZA, SUITE 250  
GREENWICH CT 06830

Principal Office Address  
1200 ORANGE STREET  
WILMINGTON DE 19801

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in  
FLORIDA 02/09/1995

3a. Date of Last Report

4. State or Country of Formation  
DE

5a. Capital Contributions as Shown  
on Record  
\$27,500.00

5b. Amount of Capital Contributions in  
FLORIDA to date  
\$27,500.00

6. FEI Number  
06-1413799

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

See 7. Certificate of Status Required  
for a Certificate of Status

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50  
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)  
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)  
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.  
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
STARWOOD/LAND FUND PARTNERS OVERLAND INVESTORS, INC.	C/O 3 PICKWICK PLAZA, 147 EAST OLIVE AVENUE	GREENWICH CT 06830 MONROVIA CA 91016	B95000000047 F95000000172

800001702268  
-01/31/96--01021--025  
\*\*\*\*331.25 \*\*\*\*331.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 100, Florida Statutes.

SIGNATURE

DATE

Telephone Number

Typed or Printed Name of General Partner Signing Form

JEROME C SILVEY

203-861-2100

0010907

CR2E003 (6/95)