

Document Number Only

B950000066

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

RECEIVED

95 FEB 23 PM 12:22

FILED

FILED STATE
SECRETARY OF CORPORATIONS
95 FEB 23 PM 2:24

900001418899

03/02/95 01024 004

***1845.75 ***1845.75

Pelican Hill Associates, L.P., Limited Partnership

900001418899

03/02/95 01024 005

*****61.25 *****61.25

☐ 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

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name	
Availability	BK 2/27
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

2/23/95

3:00

~~17.00~~ (2) CUS

FILING 17.00

R. AGENT FEE 25.00

C. COPY 105.00

TOTAL 1907.00

N. BANK

BALANCE DUE

REFUND

Florida Department of State, Jim Smith, Secretary of State

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

1. Pelican Hill Associates, L.P.
(Name of limited partnership as it is in the home state;)

2. Pelican Hill Associates, 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. _____
(State of Formation) (Date of Formation)

5. CT 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.

CT CORPORATION SYSTEM

Connie Bryan
(Officer must sign on this line)
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 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

ResortHill, Inc.

F95000000905

c/o Gary Chensoff
3600 Three First National Plaza
Chicago, IL 60602

NP Investment III Co.

F95000000906

1201 Elm Street, Suite 5400
Dallas, TX 75270

10. c/o Gary Chensoff, 3600 Three First National Plaza, Chicago, IL 60602
(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. c/o Gary Chensoff, 3600 Three First National Plaza, Chicago, IL 60602
(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:24

This _____ day of February, 19 95.
ResortHill, Inc., an Illinois corporation

By: General Partner
Gary Chensoff, Gary Chensoff, President

STATE OF ILLINOIS

COUNTY OF COOK

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day
of February, 19 95, by Gary Chensoff, President of _____ (Name of General Partner) of
ResortHill, Inc., a general partner of Pelican Hill
Associates, L.P.

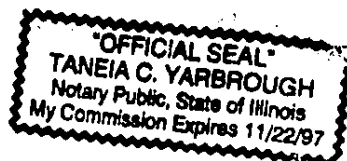
(Name of Limited Partnership), A _____ Delaware _____ (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

Tanea C. Yarbrough
Notary Public

State of Illinois at Large

My Commission Expires:

(SEAL)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:24

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Gary Chensoff, the President of ResortHill, Inc., an Illinois corporation, which is a General Partner of Pelican Hill Associates, L.P., a Delaware limited partnership, which is the sole General Partner of LeHill Partners L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership," who certified as follows:

1. The amount of capital contributions of the limited partners is \$27,720,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$27,720,000.

Dated this _____ day of February, 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.

SOLE GENERAL PARTNER:

Pelican Hill Associates, L.P., a Delaware limited partnership

By: ResortHill, Inc., an Illinois corporation, a general partner

By: Gary Chensoff
Gary Chensoff, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:24

STATE OF ILLINOIS
COUNTY OF COOK
DATE: FEBRUARY _____, 1995

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 Gary Chensoff, the President of ResortHill, Inc., which is a General Partner of Pelican Hill Associates, L.P., which is the sole General Partner of LeHill Partners L.P. (the "Partnership"), 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 a duly authorized officer of a General Partner of the sole General Partner of the Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _____ day of February, 1995.

Taneia C. Yarbrough
Notary Public

Seal



State of Illinois at Large
My Commission Expires: 11/22/97

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PELICAN HILL ASSOCIATES, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2483205 8300

950040364

AUTHENTICATION:

DATE:

7417404

02-22-95

SRP
0-0164

Document Number Only

B95 000000066

DIVISION OF CORPORATION

600001418896

-03/02/95--01024--001

***1076.25 ***1076.25

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:24

Pelleau Hill Associates, L.P., Limited Partnership

600001418896

-03/02/95--01024--002

*****61.25 *****61.25

() Profit

C. TAX

2 CUS / 17.50

() NonProfit

FILING

980.00

() Amendment

() Merger

R. AGENT FEE *35.00*

() Foreign

C. COPY

105.00

() Dissolution/Withdrawal

() Mark

TOTAL *1,137.50*

() Limited Partnership

N. BANK

() Annual Report

() Other

() Reinstatement

BALANCE DUE

() Reservation

() Change of R.A.

OFFICE

() Fictitious Name

() Certified Copy

() Photo Copies

2

2 CUS / G/S

() Call When Ready

() Call If Problem

() After 4:30

() Walk In

() Will Wait

() Pick Up

() Mail Out

Name	
Availability	<i>PK</i>
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

CR2E031 (1-89)

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

2/23/95

3.00

C. TAX
FILING *980.00*
R. AGENT FEE *35.00*
C. COPY *105.00*
TOTAL *1,137.50*
N. BANK
BALANCE DUE
OFFICE

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

1. Pelican Hill Associates, L.P.
(Name of limited partnership as it is in the home state;)

2. Pelican Hill Associates, 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. _____
(State of Formation) (Date of Formation)

5. CT 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.

CT CORPORATION SYSTEM

Connie Bryan
(Officer must sign on this line)
JUNNIE BRYAN
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

8. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware, 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

ResortHill, Inc.
F95000000905

c/o Gary Chensoff
3600 Three First National Plaza
Chicago, IL 60602

NP Investment III Co.
F95000000906

1201 Elm Street, Suite 5400
Dallas, TX 75270

10. c/o Gary Chensoff, 3600 Three First National Plaza, Chicago, IL 60602
(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. c/o Gary Chensoff, 3600 Three First National Plaza, Chicago, IL 60602
(Mailing Address of Limited Partnership)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:24

This _____ day of February, 19 95.

ResortHill, Inc., an Illinois corporation

General Partner

By: Gary Chensoff, Gary Chensoff, President

STATE OF ILLINOIS

COUNTY OF COOK

THE FOREGOING instrument was acknowledged and sworn to before me this _____ day of February, 19 95, by Gary Chensoff, President of _____ (Name of General Partner) of

ResortHill, Inc., a general partner of Pelican Hill Associates, L.P.

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

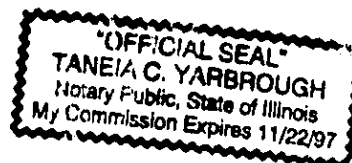
Taneia Yarbrough

Notary Public

State of Illinois at Large

(SEAL)

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:24

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Gary Chensoff, the President of ResortHill, Inc., an Illinois corporation, which is a General Partner of Pelican Hill Associates, L.P., a Delaware limited partnership, hereinafter referred to as the "Partnership," who certified as follows:

1. The amount of capital contributions of the limited partners is \$140,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$140,000.

Dated this _____ day of February, 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:

ResortHill, Inc., an Illinois corporation

By: _____

Gary Chensoff, President

STATE OF ILLINOIS
COUNTY OF COOK
DATE: FEBRUARY ____, 1995

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 Gary Chensoff, the President of ResortHill, Inc., which is a General Partner of Pelican Hill Associates, L.P. (the "Partnership"), 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 a duly authorized officer of a General Partner of the Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _____ day of February, 1995.

Taneia C. Yarbrough
Notary Public

Seal



State of Illinois at Large
My Commission Expires: 11/22/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 23 PM 2:24

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PELICAN HILL ASSOCIATES, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

2483205 8300

950040364

AUTHENTICATION:

7417404

DATE:

02-22-95

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 Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -4 PM 2:01

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000066

PELICAN HILL ASSOCIATES, L.P., LIMITED
PARTERSHIP

DO NOT WRITE IN THIS SPACE

mtm

Mailing Address

C/O GARY CHENSOFF
3800 THREE FIRST NATIONAL PLAZA
CHICAGO IL 60602

Principal Office Address

CORPORATION TRUST CENTER
1209 ORANGE STREET
WILMINGTON DE 19801

2. New Mailing Address, If Applicable

Suite Apt # etc

200001638102
-01/12/96--01032--025

City State & Zip

****576.25 ****576.25

2a. New Principal Office Address, If Applicable

Suite Apt # etc

City State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA

02/23/1995

3a. Date of Last Report

4. State or Country of Formation

DE

5a. Capital Contributions as Shown
on Record

\$140,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$140,000.00

6. FEI Number

36-4005258

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$8.75 Additional Fee 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 807.193, 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
TALLAHASSEE FL 32304

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 Number)	11b. City, State & Zip Code	11c. Registration / Document Number
RESORTHILL, INC.	3800 THREE FIRST NATI	CHICAGO IL 60602	F95000000905
NP INVESTMENT III CO.	1201 ELM STREET, SUIT	DALLAS TX 75270	F95000000908

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 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 620, Florida Statutes.

SIGNATURE

Gary V. Chensoff

DATE 12/27/95

Typed or Printed Name of General Partner Signing Form Gary V. Chensoff, Pres. of ResortHill, Inc. Telephone Number 312-977-4485

0013561

CR2E003 (6/95)