

B95000000202



An Argosy Group Resort

CYPRESS POINTE RESORT
AT LAKE BUENA VISTA
8651 Treasure Cay Lane
Post Office Box 22069
Lake Buena Vista, Florida 32830-2069

OFFICE USE ONLY

500001406205
-02/14/95--01100--002
*****87.50 *****87.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Port Royal Resort, L.P.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 16, 1995

**ANNA M. DIROCCO, PARALEGAL
CYPRESS POINTE RESORT AT LAKE BUENA VIST
POST OFFICE BOX 22069
LAKE BUENA VISTA, FL 32830-2069**

**SUBJECT: PORT ROYAL RESORT, L.P.
Ref. Number: W95000003635**

We have received your document for PORT ROYAL RESORT, L.P. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Every corporation, limited partnership, general partnership, or trust listed as a general partner of a limited partnership or a managing member or manager of a limited liability company must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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 (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 095A00007109

*Collected
App. Attached
P/S. Return confirmation
of qualification in
envelope provided
Thank you
Anna Dirocco
2/16/95*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1995

ANNA M. DIROCCO, PARALEGAL
POST OFFICE BOX 22069
LAKE BUENA VISTA, FL 32830-2069

SUBJECT: PORT ROYAL RESORT, L.P.
Ref. Number: W95000003635

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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 (904) 487-6920.

Ava Watson
Corporate Specialist

Letter Number: 495A00008915



ARGOSY

ARGOSY GROUP, INC.
8651 Treasure Cay Lane
Post Office Box 22069
Lake Buena Vista, Florida 32830-2069
Telephone: (407) 238-2300
Fax: (407) 238-2630

Ava Watson, Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

**Re: Authorization to Transact Business in Florida, and
Registration of Fictitious Name**

Dear Ms. Watson:

Please find enclosed your letter dated February 28, 1995, along with the fully completed and executed documents for **Port Royal Resort, L.P.'s** application for authorization to transact business in Florida. (Port Royal has already provided you with the application fee of \$87.50.) Also enclosed is the original, fully completed and executed Application for Registration of Fictitious Name for Argosy/KGI Port Royal Partners, along with application fee of \$50.00 to cover Florida Department of State's charge. Simultaneous to the filing of this application we are requesting the publication of the fictitious name in the Apopka Chief newspaper, Orange County. If necessary, will you kindly forward the fictitious application and check to the appropriate department for processing.

In addition to the aforementioned applications, we are enclosing an Application by Foreign Corporation for Authorization to Transact Business in Florida for **KGI, Port Royal, Inc.**, along with the check in the amount of \$87.50 to cover your charge.

If you have any questions, please call the undersigned at 407-238-2800, extension 347.

Very truly yours,


Kelly Drew, Paralegal

/kd
Enclosures

B9500000202
Florida Department of State, Jim Smith, Secretary of State

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

1. Port Royal Resort, L.P., Limited Partnership, a South Carolina
(Name of limited partnership as it is in the home state; limited partnership)

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. South Carolina
(State of Formation)

4. August 5, 1993
(Date of Formation)

5. Genevieve Giannoni
(Name of Registered Agent for Service of Process)

6. 8651 Treasure Cay Lane
(Street Address of Registered Office)

Lake Buena Vista
(City)

Florida 32830
(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.


(Agent must sign on this line)

8. 26-F Palmetto Bay Road Hilton Head Island, South Carolina 29928
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Argosy/KGI Port Royal
Partners

26-F Palmetto Bay Road
Hilton Head Island, SC 29928

c/o Schreeder, Wheeler & Flint
10. 127 Peachtree Street, N.E. Atlanta, Georgia 30303
(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. P. O. Box 7766 Hilton Head, Beaufort SC 29928
(Mailing Address of Limited Partnership)

FILED
1993 JUN -2 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This 3rd day of February, 1995.

Argosy/KGI Port Royal Partners, General Partner
BY: KGI Port Royal, Inc., Managing General Partner

General Partner

Thomas M. Smith
Thomas M. Smith, Chief Financial Officer/Secretary/Treasurer
STATE OF CALIFORNIA

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 3rd day
of February 1995, by Argosy/KGI Port Royal (Name of General Partner) of
Partners/Thomas M. Smith

Port Royal Resort L.P.

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

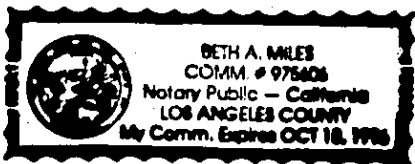
Beth A. Miles
Notary Public

State of California at Large

(SEAL)

My Commission Expires:

10/18/96



FILED
1995 JUN -2 AM 11:48
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Argosy/KGI Port Royal Partners, a general partner of Port Royal Resort, L.P., a (an) South Carolina, limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,500,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ -0-.

This 3rd 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

Argosy/KGI Port Royal Partners, General Partner
By: KGI Port, Royal, Inc., Managing General Partner

Thomas M. Smith
Thomas M. Smith, Chief Financial Officer/Secretary/
Treasurer

STATE OF CALIFORNIA
COUNTY OF Los Angeles
DATE 2/3/95

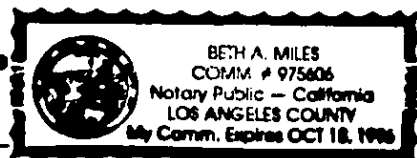
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Thomas M. Smith (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital 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 3rd day of February, 1995.

Beth A. Miles
Notary Public

Seal

State of California at Large
My Commission Expires: 10/18/96



FILED
1995 JUN -2 AM 11:14
TALLAHASSEE, FLORIDA

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 Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JAN -3 PM 2:17

R1-9

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
B95000000202

PORT ROYAL RESORT, L.P., LIMITED PARTNERSHIP

Mailing Address

C/O SCHNEIDER, WHEELER & FLINT
127 PEACHTREE STREET, NE
ATLANTA GA 30309

Principal Office Address

C/O SCHNEIDER, WHEELER & FLINT
127 PEACHTREE STREET, NE
ATLANTA GA 30309

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

3. Date Formed or Registered to Do Business in
FLORIDA
08/02/1995

3a. Date of Last Report

4. State or Country of Formation

SC

5a. Capital Contributions as Shown
on Record

\$0.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

57-0982109

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

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

GIANNONI, GENEVIEVE
8801 TREASURE CAY LANE
LAKE BUENA VISTA FL 32836

10. If changed, new Registered Agent/Office

Name
Giannoni, Genevieve
Street Address (P.O. Box Number is Not Acceptable)
12016 Turtle Cay Circle
Suite, Apt. #, etc
Legal Administration Department
City
Orlando
Zip Code
FL 32836

10a. Pursuant to the provisions of sections 620.10(1) 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

DATE December , 1995

SIGNATURE (Registered Agent Accepting Appointment)

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

11. Name(s) of General Partner(s)

ARGOSY/KGI PORT ROYAL PARTNE

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

28-F PALMETTO BAY ROA

11b. City, State & Zip Code

HILTON HEAD ISLAND SC

11c. Registration/
Document Number

085153800053

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 68C, Florida Statutes

By: Argosy/KGI Port Royal Partner, general partner
KGI Port Royal, Inc., Managing partner

SIGNATURE

Telephone Number

DATE December , 1995
407-238-2300

Typed or Printed Name of General Partner Signing Form

Thomas M. Smith, SECRETARY/TREASURER

0011378

CR2E003 (6/95)