1201 HAYS STREET
800-342-8086

B95000000262
B95000000262

CSC netw PRENTICE HALL LEGAL & FINAN

ACCOUNT NO. : 07210000005

REFERENCE : 646005 1925E

AUTHORIZATION : Patricia Pigott

COST LIMIT : $ ~~[illegible]~~ 654.50

ORDER DATE : July 21, 1995 $ 183.75

ORDER TIME : 10:14 AM 700001544017

ORDER NO. : 646005

CUSTOMER NO: 1925E

CUSTOMER: Mr. Jeffrey P. Taft
Jones Day Reavis & Pogue
3500 One Peachtree Center
303 Peachtree Street, N.e.
Atlanta, GA 30308-3242

Filed 2nd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 24 PM 12:12

FOREIGN FILINGS

Will Wait

B95000000262

NAME: WCI COMMUNITIES LIMITED PARTNERSHIP

XX PROFIT
___ NON-PROFIT

XX CORPORATE
___ LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

D/C

CONTACT PERSON: Karen B. Rozar

7/24/95

Florida Department of State, Jim Smith, Secretary of State

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

1. WCI Communities Limited Partnership
(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 (State of Formation) 4. July 17, 1995 (Date of Formation)

5. Corporation Service Company
(Name of Registered Agent for Service of Process)

6. 1201 Hays Street
(Street Address of Registered Office)

Tallahassee, Florida 32301

FILED
95 JUL 24 PM 12:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS

7. Acceptance by the Registered Agent for Service of Process.
Karen B. Rozzi, as agent for Corporation Service Company
Karen B. Rozzi
(Agent must sign on this line)

8. 1013 Centre Road, Wilmington, Delaware 19805
(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS: SPECIFIC ADDRESS:

A & D Communities, Inc., a Delaware corporation — 401 N. Michigan Avenue, Suite 1900, Chicago, Illinois 60611

F95000001913

10. 801 Laurel Oak Drive, Naples, Florida 33963
(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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. 801 Laurel Oak Drive, Naples, Florida 33963
(Mailing Address of Limited Partnership)

This 19th day of July, 1995

Attest:

Don E. Ackerman, Secretary

A & D COMMUNITIES, INC., its general partner

By: _____
Alfred Hoffman, Jr., President

STATE OF GEORGIA)
)
COUNTY OF FULTON)

THE FOREGOING instrument was acknowledged and sworn to before me this 19th day of July, 1995, by Alfred Hoffman, Jr., as President and Don E. Ackerman, Secretary of A & D Communities, Inc. (a Delaware corporation), the general partner of WCI Communities Limited Partnership, a Delaware limited partnership, on behalf of the Limited Partnership.

Patricia M Wolfe
Notary Public

State of Georgia

Notary Public, Douglas County, Georgia
My Commission Expires April 24, 1998

My commission expires: _____

wci\application.718

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 24 PM 12: 12

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Alfred Hoffman, Jr., President of A & D Communities, Inc., which corporation is the sole general partner of WCI Communities Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is $100,500,000.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $86,430,000.

This 19th day of July, 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:

A & D Communities, Inc.

By: _____
Alfred Hoffman, Jr.,
President

Attest:
Don E. Ackerman, Secretary

FILED
SECRETARY OF STATE
CORPORATIONS DIVISION
95 JUL 24 PM 12:12

STATE OF GEORGIA)
COUNTY OF FULTON)

Date: July 19, 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared Alfred Hoffman, Jr., President and Don E. Ackerman, Secretary of A & D Communities, Inc. (General Partner), known to me and known by me to be the persons who executed the foregoing Affidavit of Capital Contributions, and they acknowledged to me and before me that they executed this Affidavit on behalf of A & D Communities, Inc. 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 19th day of July, 1995.

Patricia M. Wolfe
Notary Public

State of Georgia at Large

My commissions expires: Notary Public, Douglas County, Georgia
My Commission Expires April 24, 1996

wci\affidavit.719

B95000000262

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
800-342-8036

95 DEC -8 AM 11:19
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -8 AM 8:03

ACCOUNT NO. : 072100000032
REFERENCE : 759243 161035A
AUTHORIZATION : Patricia Pyfitt
COST LIMIT : $ 105.00

ORDER DATE : December 8, 1995
ORDER TIME : 9:54 AM
ORDER NO. : 759243
CUSTOMER NO: 161035A 300001657773
CUSTOMER: Ms. Maryann Nance
Westinghouse Communities, Inc.
3300 University Drive
Coral Springs, FL 33065

DOMESTIC AMENDMENT FILING

NAME: WCI COMMUNITIES LIMITED PARTNERSHIP, A DELAWARE LIMITED PARTNERSHIP

XXX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

12/8/95

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: DM

WCI COMMUNITIES
LIMITED PARTNERSHIP

801 Laurel Oak Drive, Suite 300
Naples, Florida 33963-2797
(941) 598-6000, Fax (941) 597-9401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -8 AM 10:03

December 11, 1995

Limited Partnership Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314-6327

Dear Sir or Madam:

Please be advised that WCI Communities Limited Partnership will file its Annual Report with the Division of Corporations prior to December 31, 1995.

Very truly yours,

WCI COMMUNITIES LIMITED PARTNERSHIP

Vivian N. Hastings
Senior Vice President

CERTIFICATE OF AMENDMENT TO APPLICATION FOR REGISTRATION OF

WCI COMMUNITIES LIMITED PARTNERSHIP, a Delaware Limited Partnership
(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

The name of the General Partner is:
INVESTORS OF WCI, INC.
801 Laurel Oak Drive
Naples FL 33963

F95000003529

INVESTORS OF WCI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC -8 AM 10: 03

INVESTORS OF WCI, INC.

By: _____
(Signature of a General Partner)

Alfred Hoffman, Jr., President
(Typed or printed name of General Partner signing above)

STATE OF FLORIDA

COUNTY OF COLLIER

On this 6th day of December, 19 95, Alfred Hoffman, Jr. personally appeared before me,

☒ who is personally known to me
☐ whose identity I proved on the basis of _____

_____

Carin A. Melby
(Notary Public Signature)

CARIN A. MELBY
(Notary's Printed Name)

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
CARIN A MELBY
COMMISSION NUMBER
CC245135
MY COMMISSION EXP.
DEC. 8,1996

Seal

My Commission Expires: 12/8/96

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 -3 AM 9:30

1. Name of Limited Partnership

WCI COMMUNITIES LIMITED PARTNERSHIP

1a. DOCUMENT # **B95000000262**

DO NOT WRITE IN THIS SPACE

Mailing Address
801 LAUREL OAK DRIVE
NAPLES FL 33963

Principal Office Address
1301 CENTRE ROAD
WILMINGTON DE 19805

2. New Mailing Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

100001685621
-01/10/96--01151--004
****576.25 ****576.25

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

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	3a. Date of Last Report	4. State or Country of Formation
07/24/1995		DE

5a. Capital Contributions as Shown on Record:	5b. Amount of Capital Contributions in FLORIDA to date:	6. FEI Number	Applied For	7. CERTIFICATE OF STATUS REQUIRED
$36,430,000.00	$36,430,000.00	65-0593738	Not Applicable	[redacted]

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	10. If changed, new Registered Agent/Office
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301	Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City: FL — Zip Code

10a. Pursuant to the provisions of sections 620.105 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
~~A & D COMMUNITIES, INC.~~	~~401 N. MICHIGAN AVE.~~	~~CHICAGO IL 60611~~	~~F95000001813~~
Investors of WCI, Inc. (Amendment filed 12/3/95)	801 Laurel Oak Drive	Naples, FL 33963	F95000003529

CR2E003 (6/95)

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 620, Florida Statutes.

Investors of WCI, Inc.
SIGNATURE Vivien Hastings DATE 12/28/95

Typed or Printed Name of General Partner Signing Form Vivien Hastings, Secretary Telephone Number (941) 597-6061

000197

B95000000262

800001880158
-07/01/96--01023--008
*****35.00 *****35.00

CORPO WCI COMMUNITIES LIMITED PARTNERSHIP

801 Laurel Oak Drive, Suite 500
Naples, Florida 33963-2797

Office Use Only

UMBER(S), (if known):

1. _____ (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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 JUL -1 PM 1:11

APPROVED AND FILED

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

B95000000262
RA Ch
7-1-96

CR2E031(1/95)

Examiner's Initials	

LIMITED PARTNERSHIP STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of sections 620.105 and 620.1051, Florida Statutes, the undersigned limited partnership organized under the laws of the state of Delaware, submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. WCI COMMUNITIES LIMITED PARTNERSHIP
Name of the limited partnership

2. July 24, 1995
Date of filing/registration in Florida

3. B95000000262
Document number assigned

4. The name and address of the present registered agent and office:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

5. The name and street address of the successor registered agent and office: (P.O. Box not acceptable)

Vivien Hastings
801 Laurel Oak Drive, Suite 500
Naples, Florida 33963

Such change was authorized by the general partners.

INVESTORS OF WCI, INC., a Delaware corporation

By: _____
Signature of General Partner

6-11-96
Date

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: _____
Registered Agent signature
Vivien Hastings

6-11-96
Date

Filing Fee: $35.00

Division of Corporations

INHSE004(3/95)

96 JUN -1 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED