

# B95000000268



## Argosy/KOAR Group, Inc.

July 18, 1995

VIA AIRBORNE EXPRESS

Qualification/Registration Sec.  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
JUL 25 PM 1:24  
TALLAHASSEE, FLORIDA

RE: AKGI-Sint Maarten N.V.o.a., a Netherlands  
Antilles corporation;  
AKGI-Royal Palm C.V.o.a., a Netherlands Antilles limited  
partnership  
AK-St. Maarten, LLC, fictitious name

800001545738  
-07/25/95--01098--001  
\*\*\*\*162.50 \*\*\*\*\*92.50

Dear Sir or Madam:

In connection with the above-referenced matter, enclosed you will find Application by Foreign Corporation for Authorization to Transact Business in Florida; Application by Foreign Limited Partnership for Authorization to Transact Business in Florida and Application for Registration of Fictitious Name, together with check numbers 37774 and 37775 totaling \$207.50 (\$87.50 for corporation, \$70.00 for limited partnership and \$50.00 for fictitious name).

Should you have any questions or problems with the enclosed, please immediately contact the undersigned at (407) 238-2800.

Sincerely,

*Anna M. DiRocco*

Anna M. DiRocco  
Paralegal

800001545738  
-07/25/95--01098--002  
\*\*\*\*17.50 \*\*\*\*\*12.50

FF-# 70.00  
RP- 35.00

7/25/95a

enclosures

Argosy/KOAR Group, Inc.

14335 Lake Bryan Road • Orlando, Florida 32821  
Telephone: (407) 238-2427 • Facsimile: (407) 238-1964

*Anna gave  
Qualification to  
Add Limited Partnership  
and  
Fictitious Name.*



**Argosy/KOAR Group, Inc.**

July 24, 1995

**VIA OVERNIGHT COURIER**

Qualification/Registration Sec.  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
**Attn: Eva Watson**

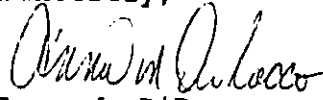
RE: AKGI-Royal Palm C.V.o.a., Netherlands Antilles limited  
partnership - Authorization to do business in Florida

Dear Ms. Watson:

Pursuant to our various telephone conversations of last week and today, please accept this letter as authorization to change the capital contribution set forth in number (2) of the Affidavit of Capital Contribution from \$1,500,000.00 to \$10,000.00. Attached is check number 37860 in the amount of \$17.50 for the additional filing fee.

Thank you for your assistance in this matter. Should you have any questions, please feel free to call me at (407) 238-2800.

Sincerely,

  
Anna M. DiRocco  
Paralegal

/amd

enclosure

**Argosy/KOAR Group, Inc.**

14335 Lake Bryan Road • Orlando, Florida 32821  
Telephone: (407) 238-2427 • Facsimile: (407) 238-1964

Florida Department of State, Jim Smith, Secretary of State

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

1. AKGI-Royal Palm C.V.

(Name of limited partnership as it is in the home state; B95000000268)

2. AKGI-Royal Palm C.V., 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. Netherlands Antilles  
(State of Formation)

4. 5/17/95  
(Date of Formation)

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

6. 14335 Lake Bryan Road  
(Street Address of Registered Office)

Orlando, Florida 32821  
(City) (Zip Code)

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

[Signature]  
(Agent must sign on this line)

8. 52 Bush Road, Philipsburg, St. maarten, N.A.

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

AKGI-Sint Maarten N.V.o.a., a  
Netherlands Antilles corporation

SPECIFIC ADDRESS

52 Bush Road  
Philipsburg, St. Maarten, N.A.

c/o Jeffer, Mangels, Butler & Marmaro  
2121 Avenue of the Stars, 10th FL., Los Angeles, CA 90067

10. (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.

c/o Argosy/Koar Group, Inc.  
14335 Lake Bryan Road, Orlando, FL 32821

12. (Mailing Address of Limited Partnership)

FILED  
JUL 25 PM 1:25  
TALLAHASSEE, FLORIDA

This 18th day of July, 1995.

AKGI-Sint Maarten N.V.o.a. a Netherlands Antilles corporation  
General Partner BY: AK-St. Maarten, LLC

TITLE: Managing Director

BY: Osamu Kaneko, Manager

STATE OF

COUNTY OF

THE FOREGOING instrument was acknowledged and sworn to before me this 18th day of July, 1995, by AKGI-Sint Maarten N.V.o.a. (Name of General Partner) of a Netherlands Antilles corporation

AKGI-Royal Palm C.V.o.a.  
(Name of Limited Partnership), A Netherlands Antilles (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Anna M. Di Rocco  
Notary Public

State of Florida at Large

My Commission Expires:

(SEAL)

OFFICIAL NOTARY SEAL  
ANNA M DI ROCCO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC409568  
MY COMMISSION EXP. SEPT 25, 1998

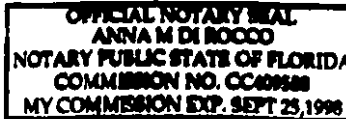
FILED  
1995 JUL 25 PM 1:25  
STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my  
official seal, in the State and Country aforesaid, this 18th  
day of July, 1995.

Anna M. Di Rocco  
Notary Public

SEAL

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



FILED  
1995 JUL 25 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared **Osamu Kaneko**, the manager of AK-St. Maarten, LLC, the managing director of AKGI-Sint Maarten N.V.o.a., a Netherlands Antilles corporation, the general partner of AKGI-Royal Palm C.V.o.a., a Netherlands Antilles limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$10,000.00.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$10,000.00

This 10th 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.

AKGI-Royal Palm C.V.o.a., a Netherlands  
Antilles limited partnership

BY: AKGI-Sint Maarten N.V.o.a., a  
Netherlands Antilles corporation,  
TITLE: General Partner

BY: AK-St. Maarten, LLC  
TITLE: Managing Director

BY: Osamu Kaneko  
TITLE: Manager

STATE OF Florida  
COUNTY OF DADE  
DATE 7/10/95

BEFORE ME, this 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 **Osamu Kaneko** for and on behalf of the 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 on behalf of General Partner of said partnership.

FILED  
JUL 25 PM 1:25  
NOTARY PUBLIC  
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 Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 FEB 21 AM 9 55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #  
B95000000268

AKGI-ROYAL PALM C.V., LIMITED PARTNERSHIP

DO NOT WRITE IN THIS SPACE.

2. New Mailing Address, If Applicable  
12016 Turtle Cay Circle  
Suite Legal Administration

City, Orlando, Florida 32836

2a. New Principal Office Address, If Applicable

Suite, Apt. #, etc.

City, State & Zip

Mailing Address

C/O ARQOSY/KOAR GROUP, INC.  
14335 LAKE BRYAN RD.  
ORLANDO FL 32821

Principal Office Address

52 BUSH ROAD  
PHILIPSBURG  
ST. MAARTEN

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 07/25/1995

3a. Date of Last Report

4. State or Country of Formation

OC

5a. Capital Contributions as Shown  
on Record  
\$10,000.00

5b. Amount of Capital Contributions in  
FLORIDA to date  
-0-

6. FEI Number

95-4538627

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.

208.75  
\$52.50 17.50

9. Name and Address of Current Registered Agent

GIANNONI, GENEVIEVE  
14335 LAKE BRYAN RD.  
ORLANDO FL 32821

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 620.1051 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 December , 1995

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

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

AKGI-SINT MAARTEN N.V.

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

52 BUSH RD.

11b. City, State & Zip Code

PHILIPSBURG, ST. M

11c. Registration/  
Document Number

B95000003400

300000721300  
-02/22/95 --01043--005  
\*\*\*\*208.75 \*\*\*\*208.75

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)(a), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(a) in the event that the information supplied is deemed exempt from 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 partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

By: AKGI-SINT MAARTEN N.V., general partner

SIGNATURE

Kenneth Knight, Director

DATE December 22, 1995  
011-5995-43711

Typed or Printed Name of General Partner Signing Form

Telephone Number



## **Argosy/KOAR Group, Inc.**

December 29, 1995

**Certified Mail P578293245**

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

Re: Limited Partnership Annual Reports, 1996

Dear Sir/Madam:

Please find enclosed for filing the following Annual Reports:

1. Fall Creek Resort, L.P.
2. Port Royal Resort, L.P.
3. **AKGI-Royal C.V., B95000000268**

Also enclosed are two checks, one for Fall Creek and one for Port Royal each in the amount of \$191.25. **The check for AKGI-Royal will be sent out to you on January 3, 1995 with an attached copy of this letter for your reference.**

If I can answer any questions or be of further assistance, please call me at 1-407-238-2232, extension 329.

Very truly yours,

Kelly Drew, Paralegal

/kd  
Enclosure

**Argosy/KOAR Group, Inc.**

12016 Turtle Cay Circle • P. O. Box 22069 • Lake Buena Vista, FL 32830-2069  
Telephone: (407) 238-2232 • Facsimile: (407) 238-1964





**Argosy/KOAR Group, Inc.**

February 1, 1996

**via Certified Mail P578293016  
and Regular Mail**

Ms. Diane Cushing  
Florida Department of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: AKGI - Royal Palm C.V., Limited Partnership  
Ref. Number B95000000268

Dear Ms. Cushing:

Pursuant to your letter and conversation with Argosy/KOAR Group, please find the revised Limited Partnership Annual Report for 1996. Please note that a check in the correct amount was sent to you with a cover letter on January 2, 1996.

If you have any questions, please call me at 238-2232, extension 329. **THANK YOU.**

Very truly yours,

  
Kelly Drew, Paralegal

/kd  
Enclosure

**Argosy/KOAR Group, Inc.**

12016 Turtle Cay Circle • P. O. Box 22069 • Lake Buena Vista, FL 32830-2069  
Telephone: (407) 238-2232 • Facsimile: (407) 238-1964



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

**February 9, 1996**

**KELLY DREW**  
**ARGOSY/KOAR GROUP, INC.**  
**P.O. BOX 22069**  
**LAKE BUENA VISTA, FL 32830-2069**

**SUBJECT: AKGI-ROYAL PALM C.V., LIMITED PARTNERSHIP**  
**Ref. Number: B95000000268**

We have received your document for AKGI-ROYAL PALM C.V., LIMITED PARTNERSHIP. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$208.75. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Your letter stated that you had sent a check to us on January 2nd. We have no record of receiving that check. Please send to my attention the check so I can process your documents.

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) 487-6913.

**Diane Cushing**  
**Corporate Specialist**

**Letter Number: 196A00005864**