

1201 HAYS STREET
ATLANTA, GA 30309
404-222-0000
1396000000148



800-342-8086

ACCOUNT NO. : 0721000000032

REFERENCE : 936

RESUBMIT

AUTHORIZATION :

Please give original

COST LIMIT : \$1837.50 submission date as file date.

ORDER DATE : April 30, 1996

ORDER TIME : 11:31 AM

ORDER NO. : 936515

CUSTOMER NO: 4331602

600001801946

CUSTOMER: Claire West, Esq
Munach, Hardt, Kopf, Harr &
1445 Ross Avenue
4000 Fountain Place
Dallas, TX 75202

FOREIGN FILINGS

NAME: HBC/JPI DEER CREEK, LTD.

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 30 PM 1:51

BK
4/30/96

Florida Department of State, Sandra D. Northam, Secretary of State

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

1. HBC/JPI DEER CREEK, LTD.
(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. TEXAS 4. April 26, 1996
(State of Formation) (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
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.
CORPORATION SERVICE COMPANY

By: [Signature] Its Agent, Karen D. Rozar
(Agent must sign on this line)

8. 600 East Las Colinas Boulevard, Suite 1800, Irving, Texas 75039
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
- | | |
|--|--|
| <u>CARMIL CAPITAL CORPORATION</u>
(Corporate General Partner) | <u>600 E. Las Colinas Blvd., Ste. 1800</u>
<u>Irving, Texas 75039</u>
<u>Attn: President</u> |
| <u>HBC ASSOCIATES,</u>
<u>a Massachusetts general partnership</u> | <u>200 W. Madison</u>
<u>3800 Madison Plaza</u>
<u>Chicago, IL 60606</u>
<u>Attn: John K. Pockman</u> |

c/o JPI Investment Co.
600 E. Las Colinas Blvd., Ste. 1800
Irving, TX 75039

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.

CONTINUED

SECRET
DIVISION OF INVESTIGATION
96 APR 30 PM 1:51

12 c/o JPI Investment Company, L.P.

600 E. Las Colinas Blvd., Ste. 1800, Irving, Texas 75039

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This day of 29th, April, 19 96.

CARMIL CAPITAL CORPORATION

By: [Signature]

Name: Frank B. Schubert, Jr.

Title: Executive Vice President

STATE OF TEXAS

COUNTY OF DALLAS

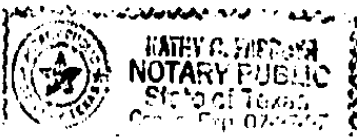
On this 29th day of April, 19 96, Frank B. Schubert, Jr., Executive Vice President personally appeared before me,



who is personally known to me



whose identity I proved on the basis of _____



[Signature]
(Notary Public Signature)
[Signature]
(Notary's Printed Name)

Seal

My Commission Expires: _____

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME the undersigned personally appeared Frank B. Schubert, Jr., Executive Vice President
of Carmil Capital Corporation, a Texas corporation
operating as general partner of HIC/JPI Deer Creek, Ltd., a (an) Texas limited partnership,
hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 7,000,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 7,000,000.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 29th day of April, 19 96.

CARMIL CAPITAL CORPORATION,
a Texas corporation

By: [Signature]
Name: Frank B. Schubert, Jr.
Its: Executive Vice President

STATE OF Texas

COUNTY OF Dallas

On this 29th day of April, 19 96, Frank B. Schubert, Jr., the Executive Vice President of Carmil Capital Corporation, a Texas corporation personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the basis of _____



[Signature]
(Notary Public Signature)
[Signature]
(Notary's Printed Name)

Seal

My Commission Expires: _____

FILED - STATE
SECRETARY OF COMMISSIONERS
DIVISION OF CORPORATIONS
APR 30 PM 5:51

B96000000148

HBC/JPI Deer Creek, Ltd.
Requestor's Name

600 E. Las Colinas Blvd, Ste 1800
Address

Irving Tx 75039
City/State/Zip Phone #

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #) 300002035203--2
-12/20/96--01050--021
2. _____ (Corporation Name) _____ (Document #) ***1750.00 ***1750.00
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 16 PM 1:28

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 checked="" 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

300002035203--2
-12/20/96--01050--021
***2326.25 ***1750.00

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

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

increasing contribution
to \$15,000,000.00

C. T. Y. _____
1. 1750.00
2. _____
3. _____
4. _____
5. _____
6. _____
7. _____
8. _____
9. _____
10. _____

B96000000148

REF: Examiner's Initials

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FOREIGN LIMITED PARTNERSHIP**

The undersigned general partners of IBC/JPI Deer Creek, Ltd.
_____, a(an)
Texas limited partnership, ex-
ecuted this supplemental affidavit filed pursuant to section 620.176, Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the pur-
pose of transacting business in Florida is \$15,000,000.

This 12th day of December, 19 96.

FURTHER AFFIANT SAYETH NOT.

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

Carmil Capital Corporation,
General Partner

By: _____

C. Christopher Harris
Senior Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 DEC 5 PM 1:28