1201 Hays Street
Tallahassee, FL 32301-2607
800-342-8036

B96000000361 LLP 3rd

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 085157 4814233

AUTHORIZATION :

COST LIMIT : $ FLPPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 18 PM 12:08

900001957269
-09/26/96--01005--011
***1750.00 ***1750.00

ORDER DATE : September 13, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 085157

CUSTOMER NO: 4814233

CUSTOMER: Ms. Linda Filer
Morris Manning & Martin
1600 Atlanta Financial Center
3343 Peachtree Road, N. E.
Atlanta, GA 30326

RECEIVED
96 SEP 18 AM 11:40
DIVISION OF CORPORATION

FOREIGN FILINGS

NAME: WOODMERE, L.P.

XXXX QUALIFICATION (TYPE: LP)

900001957269
-09/26/96--01005--012
*****35.00 *****35.00

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

BK 9/18/96

C. TAX _____
FILING 1750.00
R. AGENT FEE 35.00
C. COPY _____
TOTAL 1785.00
N. BANK _____
BALANCE DUE _____
REFUND _____

FILED

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 18, 1996

RESUBMIT

Please give original submission date as file date

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DIVISION OF CORPORATIONS
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DANNY SMITH
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: WOODMERE, L.P.
Ref. Number: W96000019674

We have received your document for WOODMERE, L.P. and check(s) totaling $17850.00. However, your check(s) and document are being returned for the following:

The total amount required is $1,785.00. (In addition to the $1,750.00 filing fee, there is also a required $35.00 R.A. designation fee.)

ALSO, NOTE that the Registered Agent MUST SIGN the acceptance statment in Item 7.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 596A00043235

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96 SEP 19 AM 10:07
DIVISION OF CORPORATION

Florida Department of State, Sandra B. Mortham, Secretary of State

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

1. Woodmere, L.P.
(Name of limited partnership as it is in the home state)

2. Woodmere, Ltd.
(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. Georgia
(State of Formation)

4. 9/11/96
(Date of Formation)

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

6. 1201 Hays Street, Suite 105
(Street Address of Registered Office)

Tallahassee
(City), Florida 32301
(Zip Code)

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

Corporation Service Company
By: Patricia Pizzuto
Patricia Pizzuto, as Agent
(Agent must sign on this line)

8. 1117 Perimeter Center W., Ste. E-300, Atlanta, Georgia 30338
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
596000000360.	
Charter Club G.P., L.P.	1117 Perimeter Center W., Ste. E-300, Atl., GA 30338
The Club at Charter Point Corporation of Georgia	1819 Peachtree St., Ste. 520, Atlanta, GA 30309
F96000004766	

10. 1117 Perimeter Center W., Ste. E-300, Atlanta, Georgia 30338
(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.

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96 SEP 12 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTINUED

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 16 PM 12:08

12. 1117 Perimeter Center West, Suite E-300, Atlanta, GA 30338

(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 _____, _____ 19_____.

Charter Club G.P., L.P., General Partner, by Charter, G.P., L.L.C., a Georgia limited liability company, its General Partner

By: _____
General Partner Kelly T. Lindsley, Member

STATE OF GEORGIA

COUNTY OF FULTON

On this 16th day of September, 19 96, Kelly T. Lindsley

personally appeared before me, ☒ who is personally known to me

☐ whose identity I proved on the basis of _____

_____
(Notary Public Signature)

Mary D. Harris
(Notary's Printed Name)

Notary Public, Cobb County, Georgia
My Commission Expires Aug. 13, 2000

Seal

My Commission Expires: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Kelly T. Lindsley, Member *a general partner of* Charter Club G.P., L.L.C., a(an) Georgia limited liability company, a General Partner of Charter Club G.P., L.P., a Georgia limited partnership, a General Partner of Woodmere, L.P., a Georgia limited partnership *hereinafter referred to as the "Partnership", who certifies as follows:*

1. The amount of capital contributions of the limited partners is $ 1,350,000.00

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is $ 1,350,000.00

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 _____ day of September, 19 96.

Charter Club G.P., L.P., General Partner, by Charter, G.P., L.L.C., a Georgia limited liability company, its General Partner

By: _____
Kelly T. Lindsley, Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 18 PM 12:08

STATE OF GEORGIA

COUNTY OF FULTON

On this 16th day of September, 19 96, Kelly T. Lindsley personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

_____
(Notary Public Signature)

MARY W. HARRIS
(Notary's Printed Name)

Notary Public, Cobb County, Georgia
My Commission Expires Aug. 13, 2000

Seal

My Commission Expires: _____