

ACCOUNT NO. :

072100000032

REFERENCE

620270

41001A

AUTHORIZATION

Patricia Pagi

COST LIMIT :

\$ 1785.00

ORDER DATE: December 3, 1997

ORDER TIME : 10:12 AM

ORDER NO. : 620270-005

CUSTOMER NO:

41001A

800002361818--6

CUSTOMER: Alison D. Kennedy, Esq

St. Joe Industries, Inc. Suite 400, Dupont Center 1650 Prudential Drive Jacksonville, FL 32207

## FOREIGN FILINGS

NAME: ST. JOE/ARVIDA COMPANY, L.P.

XXXX QUALIFICATION

(TYPE: <u>LP</u>)

598AVIVU4590

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

X PLAIN STAMPED COPY

\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

97 DEC -3 AMII: 12



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

December 3, 1997

STEPHANIE STSCHERBAN CSC NETWORKS TALLAHASSEE, FL

SUBJECT: ST. JOE/ARVIDA COMPANY, L.P.

Ref. Number: W97000027024

We have received your document for ST. JOE/ARVIDA COMPANY, L.P. and the authorization to debit your account in the amount of \$1785.00. However, the document has not been filed and is being returned for the following:

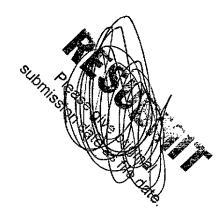
Before this partnership can be filed, BOTH of its General Partners must be qualified in Florida. ST. JOE/ARVIDA COMPANY, INC. is a Florida corporation. BUT JMB SOUTHEAST DEVELOPMENT, LLC is NOT QUALIFIED in Florida.

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 (850) 487-6914.

Buck Kohr Corporate Specialist

Letter Number: 997A00057185



98 JAN 27 ANID: 49

# FLORIDA DEPARTMENT OF STATE, SANDRA MORTHAM, SECRETARY OF STATE

			•
1.	St. Joe/Arvid	a Company.	L.P.
	(Name of limited partnership as it is in the home state	te)	
2.		a Company.	Ltd.
	(If name is unavailable, name under which the limite Florida; must contain the word "LIMITED" or "LTD"	ed partnership pro	oposes to register or transact business in
3.	Delaware	4	November 6, 1997
	(State of Formation)		(Date of Formation)
5.	Robert M. RI		
	(Name of Registered Agent	for Service of Pr	rocess)
6. Suite 400, 1650 Prudential Drive			1 Drive
	(Street Address of	f Registered Offic	ce)
	Jacksonville	Florida	32207
•	(City)		(Zip Code)
7.	Acceptance by the Registered Agent for	Service of P	rocess
	Robert M.		/
	(Officer must sign	on this line)	
	Robert M. Rhodes, S		resident
	(Type Name and Title of Officer)		
8.	1209 Orange Street, V	Wilmington,	DE 19801
	(Address of Registered Office required in State of Fo	rmation or, if not	required, Address of principal Office.)
9.	Name of General Partners	Specific Ad	dress
'n	MP Southeast Development LLC	000 37 37 1	
J	MB Southeast Development, LLC	Chicago, IL	igan Ave. Ste. 1900 60611
_	Wd 10000 -	***************************************	
S	t. Joe/Arvida Company, Inc.	1650 Pruden	tial Dr., Ste. 400
	MB Southeast Development, LLC  M9 7000000  t. Joe/Arvida Company, Inc.  P9700009906	Jacksonville,	, FL 32207
10.	1650 Prudential Drive, Ste.	<u>. 400, Jackso</u>	nville, FL 32207
	(Office where Names, Addresses and (	Contributions of 1	Limited Partners are kept.)
l 1.	The limited partnership will undertake t	o keep the re	ecords listing the addresses and
	capital contributions of the limited par	tner or limite	ed partners until the limited
	partnership's registration in Florida is	cancelled or	withdrawn.
2.	1650 Prudential Drive, Ste.	400. Jackson	nville FL 32207
	(Mailing Address of		

This 1st day of December, 1997.			
ST. JOE/ARVIDA COMPANY, L.P.			
By: St. Joe/Arvida Company, Inc., General Partner			
By: Ant M. Who Robert M. Rhodes Senior Vice President			
STATE OF FLORIDA			
COUNTY OF DUVAL			
The foregoing instrument was acknowledged and sworn to before me this day of <u>December</u> , 1997, by ROBERT M. RHODES, as Senior Vice President of ST. JOE/ARVIDA COMPANY, INC., a General Partner of St. Joe/Arvida Company, L.P., a Delaware Limited Partnership, on behalf of the Limited Partnership.			
Notary Public, State of Florida  Name:  Commission No.:  Commission Expiration:			
Valerie Lynn House MY COMMISSION # CC507010 EXPIRES January 12, 2000 BONDED THRU TROY FAIN INSURANCE, INC.			

# AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Robert M. Rhodes, as Seffor Vice President of ST. JOE/ARVIDA COMPANY, INC., a Delaware limited partnership herein referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$669,190.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$669,190.

This /sday of December, 1997.

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:

ST. JOE/ARVIDA COMPANY, INC.

Robert M. Rhodes

Senior Vice President

STATE OF FLORIDA )
COUNTY OF DUVAL )

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 Robert M. Rhodes, as Senior Vice President of St. Joe/Arvida Company, Inc., 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 that he executed this Affidavit on behalf of the 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 \_\_\_\_\_\_\_ day of December, 1997.

Notary Public, State of Florida

Name:

Commission No.:

Commission Expires:

