



THE UNITED STATES
CORPORATION
COMPANY

B980000000064

ACCOUNT NO. : 072100000032

REFERENCE : 620270 41001A

AUTHORIZATION :

Patricia P...

COST LIMIT : \$ 1785.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 27 PM 2:31

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: LP)

5981400004590

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

BT

1/27/98

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97 DEC -3 AM 11:12
DIVISION OF CORPORATION



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

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Please file by the date
submitted date is the date

RECEIVED
98 JAN 27 AM 10:49
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE, SANDRA MORTHAM, SECRETARY OF STATE

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

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JAN 27 PM 2:31

1. St. Joe/Arvida Company, L.P.
(Name of limited partnership as it is in the home state)
2. St. Joe/Arvida Company, 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. Delaware 4. November 6, 1997
(State of Formation) (Date of Formation)
5. Robert M. Rhodes
(Name of Registered Agent for Service of Process)
6. Suite 400, 1650 Prudential Drive
(Street Address of Registered Office)
Jacksonville, Florida 32207
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
Robert M. Rhodes
(Officer must sign on this line)
Robert M. Rhodes, Senior Vice President
(Type Name and Title of Officer)
8. 1209 Orange Street, Wilmington, DE 19801
(Address of Registered Office required in State of Formation or, if not required, Address of principal Office.)
9. Name of General Partners Specific Address
JMB Southeast Development, LLC 900 N. Michigan Ave. Ste. 1900
Chicago, IL 60611
St. Joe/Arvida Company, Inc. 1650 Prudential Dr., Ste. 400
Jacksonville, FL 32207
10. 1650 Prudential Drive, Ste. 400, Jacksonville, FL 32207
(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. 1650 Prudential Drive, Ste. 400, Jacksonville, FL 32207
(Mailing Address of Limited Partnership)

This 1st day of December, 1997.

ST. JOE/ARVIDA COMPANY, L.P.

By: St. Joe/Arvida Company, Inc.,
General Partner

By: Robert M. Rhodes
Robert M. Rhodes
Senior Vice President

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JAN 27 PM 2:31
1998

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged and sworn to before me this 1st
day of December, 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.

Valerie Lynn House
Notary Public, State of Florida
Name: _____
Commission No.: _____
Commission Expiration: _____

[SEAL]



Valerie Lynn House
MY COMMISSION # CC507010 EXPIRES
January 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Robert M. Rhodes, as Senior 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 1st day 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.

By: Robert M. Rhodes
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 1st day of December, 1997.

Valerie Lynn House
Notary Public, State of Florida
Name: _____
Commission No.: _____
Commission Expires: _____



Valerie Lynn House
MY COMMISSION # CC507010 EXPIRES
January 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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