

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FOREIGN LIMITED PARTNERSHIP

## Lely Golf Villas I Limited Partnership

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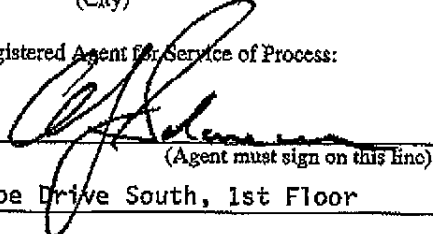
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# APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Lely Golf Villas I Limited Partnership  
(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. Delaware 4. February 12, 1998  
(State of Formation) (Date of Formation)
5. A. Jack Solomon  
(Name of Registered Agent for Service of Process)
6. 3185 Horseshoe Drive South, 1st Floor  
(Street Address of Registered Office)  
Naples, Florida 34104  
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:  
  
(Agent must sign on this line)
8. 3185 Horseshoe Drive South, 1st Floor  
Naples, Florida 34104  
(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>P98-9850</u>	<u>3185 Horseshoe Drive South, 1st Floor</u>
<u>Ronto Golf Developments, Inc.</u>	<u>Naples, Florida 34104</u>
<u>M99-1024</u>	<u>c/o Westbrook Real Estate Partners, L.L.C.</u>
<u>Westbrook Lely Golf Villas I, L.L.C.</u>	<u>599 Lexington Avenue, Suite 3800</u>
	<u>New York, New York 10022</u>
10. 3185 Horseshoe Drive South, 1st Floor, Naples, Florida 34104  
(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of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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CONTINUED

Prepared By: John L. Farquhar, Esq., FL Bar #0210579  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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12. 3185 Horseshoe Drive South, 1<sup>st</sup> Floor, Naples, Florida 34104.

*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.*

Signed this 8<sup>th</sup> day of July, 1999.

GENERAL PARTNER

RONTO GOLF DEVELOPMENTS, INC.,

By: [Signature]  
A. Jack Solomon, President

STATE OF FLORIDA )  
COUNTY OF Collier ) SS:

On this 7 day of July, 1999. A. Jack Solomon, President of Ronto Golf Developments, Inc., general partner of Lely Golf Villas I Limited Partnership personally appeared before me,

✓ who is personally known to me

       whose identity I proved on the basis of       

Karen E. Walks  
Notary Public

Karen E. Walks  
Typed, printed or stamped name of Notary Public

My Commission Expires:



Karen E. Walks  
My Commission C0820072  
Expires February 9, 2001

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

BEFORE ME the undersigned personally appeared Patrick K. Fox, Secretary of Westbrook Lely Golf Villas I, L.L.C., a general partner of Lely Golf Villas I Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,200,000.
2. The anticipated amount of the capital contributions of the limited partners there are allocated for the purposes of transacting business in Florida is \$ 1,500,000.

*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.*

Signed this 1st day of July, 1999.

GENERAL PARTNER:

WESTBROOK LELY GOLF VILLAS I, L.L.C.

By: [Signature]

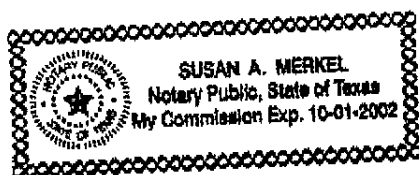
(PATRICK K. FOX) SECRETARY

STATE OF Texas )  
 ) SS:  
COUNTY OF Dallas )

On this 1st day of July, 1999, Patrick K. Fox, Secretary of Westbrook Lely Golf Villas I, L.L.C., general partner of Lely Golf Villas I Limited Partnership personally appeared before me,

X who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_



Susan A. Merkel  
Notary Public

Susan A. Merkel  
Typed, printed or stamped name of Notary Public

My Commission Expires: 10-01-02

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