

BI (Official Form 1)(1/08)

United States Bankruptcy Court Southern District of Texas		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): <b>Elite Baywood, LP</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>DBA Baywood Arms Apartments</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>51-0636721</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>4001 Memorial Blvd. Port Arthur, TX</b> <div style="text-align: right; font-size: small;">ZIP Code <b>77642</b></div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>
County of Residence or of the Principal Place of Business: <b>Jefferson</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>P O Box 927010 San Diego, CA</b> <div style="text-align: right; font-size: small;">ZIP Code <b>92192</b></div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above): <b>1301 &amp; 1311 Beaumont Street (Harris County) Baytown, TX 77520</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (if debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$200,000 <input type="checkbox"/> \$200,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Elita Baywood, LP	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: Arthur Square Apartments, LP	Case Number: Unknown	Date Filed: 3/01/10	
District: Southern District of Texas	Relationship: Affiliate	Judge: Unknown	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	<b>Exhibit B</b> <small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small> I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).  <input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  _____ (Name of landlord that obtained judgment)  _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):  
Elite Baywood, LP

**Signatures**

**Signature(s) of Debtor(s) (Individual/Join)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).  
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X   
Signature of Attorney for Debtor(s)

Edward L. Rothberg 17313990  
Printed Name of Attorney for Debtor(s)

Hoover Slovacek LLP  
Firm Name  
5847 San Felipe  
Suite 2200  
Houston, TX 77057

\_\_\_\_\_  
Address

713.977.8686 Fax: 713.977.5395  
Telephone Number

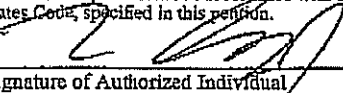
\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X   
Signature of Authorized Individual

Tomas Schoff

\_\_\_\_\_  
Printed Name of Authorized Individual

President of General Partner Elite GP1 Corp.

\_\_\_\_\_  
Title of Authorized Individual

03/01/2010  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

- I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.
- Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(b) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**WRITTEN CONSENT OF THE  
DIRECTOR OF THE GENERAL PARTNER  
OF  
ELITE BAYWOOD, LP**

The undersigned, being the Director and President of the General Partner of Elite Baywood, LP, a Nevada limited partnership and a Texas foreign limited partnership (the "Partnership"), pursuant to the provisions of the Texas statutes, hereby consents to the adoption by the General Partner of the Partnership of the following resolutions and to the action authorized in such resolutions being taken by the General Partner in lieu of a meeting thereof:

**RESOLVED**, that the Partnership should reorganize by filing for bankruptcy protection under Chapter 11 of the Bankruptcy Code with an appropriate federal bankruptcy court sitting in Harris County, Texas;

**RESOLVED**, that the execution by Tomas Schoff, President and Director of the General Partner of the Partnership, is hereby authorized and directed to prepare or cause to be prepared all documents, petitions, pleadings and other instruments necessary, or in the sole discretion of the President appropriate, to cause the initiation and prosecution of a case under the Bankruptcy Code; and


**RESOLVED**, that the Partnership is authorized and directed to employ and retain the firm of Hoover Slovacsek LLP, Attorneys at Law, to represent the Partnership in its case under the Bankruptcy Code upon such retainer and compensation agreement as may seem in the sole discretion of the President to be appropriate.

**RESOLVED FURTHER**, that any and all actions taken by the General Partner of this Partnership, for and on behalf and in the name of this Partnership, prior to the adoption of the foregoing resolutions, in connection with any of the foregoing matters, be and they are hereby, ratified, confirmed and approved in all respects for all purposes.

The undersigned, being the General Partner of the Partnership hereby consents to the foregoing effective the 15<sup>th</sup> day of March, 2010.

**GENERAL PARTNER:**

**ELITE GP1-CORP.**

BY:   
\_\_\_\_\_  
Tomas Schoff,  
Director and President

February 28<sup>th</sup>, 2010

Elite Baywood, LP  
List of Creditors

Secured Lender:

First National Bank  
c/o L. Steve Bray  
Holladay, Mullins & Bray  
C12012 Wickchester Lane, Suite 200  
Houston, Texas 77079

Unsecured Creditors:

1. Able Business Services  
7545 Lawrence Drive  
Beaumont, TX 77708
2. Advalorem<sup>tax</sup>.net  
811 Bradford Avenue, Suite 4A  
Kemah, TX 77565
3. Apartments.com  
2563 Collection Center Drive  
Chicago, IL 60693
4. ApartmentWiz  
10900 NW Freeway, Suite 226  
Houston, TX 77092
5. Apple Pest  
P.O. Box 701176  
Houston, TX 77270
6. Centerpoint Energy  
P.O. Box 2628  
Houston, TX 77252  
(713) 659-2111; Account #'s 7047480-4 and 7047476-2
7. Century A/C Supply  
P.O. Box 201864  
Houston, TX 77216
8. Cirro Energy??  
(800) MY-CIRRO
9. Comcast  
P.O. Box 660618  
Dallas, TX 77520

10. Elite Asset Management  
P.O. Box 927010  
San Diego, CA 92192
11. Elite Investments Group Inc  
P.O. Box 927010  
San Diego, CA 92192
12. eConserve??
13. G.O. Plumbing  
1919 W. Sam Houston Parkway N., Suite 201  
Houston, TX 77043

14. Gexa Energy  
P.O. Box 659410  
San Antonio, TX 78265
15. Great American  
P.O. Box 4422  
Houston, TX 77210
16. Houston Apartment Association  
4810 Westway Park Blvd  
Houston, TX 77041
17. HD Supply  
P.O. Box 509058  
San Diego, CA 92150
18. Hurricane Glass??
19. ICI Paints  
21033 Network Place  
Chicago, IL 60673
20. Impact Floors  
P.O. Box 120214  
Dallas, TX 75312
21. Lowe's Home Improvement  
P.O. Box 530954  
Atlanta, GA 30353
22. Master Care and Gardens  
P.O. Box 771592  
Houston, TX 77215
23. MyNewPlace.com  
P.O. Box 894632  
Los Angeles, CA 90189
24. Namco  
P.O. Box 4355  
Houston, TX 77210
25. Planet Telecom  
P.O. Box 255  
New Albany, IN 47151

26. Printing by Papercuts  
5411 N. Mesa, Suite 31A  
El Paso, TX 79912
27. Rasa Floors  
P.O. Box 619130  
Dallas, TX 75261
28. Resident Data  
P.O. Box 730694  
Dallas, TX 75373
29. Retax Funding  
14785 Preston Drive  
Dallas, TX 75254
  
30. Saint Clairs  
4910 Weeping Willow  
Houston, TX 77092
31. Suncoast Plumbing??  
(713) 944-0046
32. Texas Apartment Locators  
10223 Broadway #P265  
Pearland, TX 77584
33. Texas Fire  
P.O. Box 2514  
Baytown, TX 77522
34. Verizon??
35. Waste Management  
P.O. Box 660345  
Dallas, TX 75266  
(866) 218-3220; Account # 79141226
36. Webb Pest  
P.O. Box 924226  
Houston, TX 77292
37. Wilmar Supply  
200 East Park Drive, Suite 200  
Mt. Laurel, NJ 08054
38. Marshall Settig??
39. E & M Contracting  
9902 Hwy 146  
Mont Blevieu, TX 77580
40. TPI Painting  
5218 Spruce Street  
Bellaire, TX 77401
41. Elite GP1 Corp  
P.O. Box 927010  
San Diego, CA 92192
42. Paradise Condominiums, LP

P.O. Box 927010  
San Diego, CA 92192

43. West Terrace Apartments, LP

P.O. Box 927010  
San Diego, CA 92192

44. Arthur Square Apartments, LP

P.O. Box 927010  
San Diego, CA 92192