

Division of Corporations

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LP/LLP AMENDMENT/RESTATEMENT/CORRECTION

WEST FLAGLER ASSOCIATES, LTD.

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**AMENDMENT
TO
AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
WEST FLAGLER ASSOCIATES, LTD.**

THIS AMENDMENT (the "Amendment") TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF WEST FLAGLER ASSOCIATES, LTD. (the "Partnership") is made and entered into and effective as of the 24th day of December, 2004 by and among Southwest Florida Enterprises, Inc., BHH, Inc. and Hecht Investments, Ltd., as the Majority of the General Partners (as defined in the Partnership Agreement, as hereinafter defined), on behalf of and in the name of all of the General Partners and Limited Partners of the Partnership and as the attorney-in-fact of all of the Limited Partners of the Partnership, and Trusts created under Agreement made as of December 24, 2004 between Barbara Hecht Havenick, as Settlor, and Freddie Havenick and Joan Scheiner, as Co-Trustees for the benefit of the Havenick children (collectively, the "Trust").

RECITALS:

WHEREAS, the Amended and Restated Agreement and Certificate of Limited Partnership of West Flagler Associates, Ltd. dated and effective as of July 1, 1991 was filed with the Secretary of State of the State of Florida on June 15, 1992 (the "Partnership Agreement"); and

WHEREAS, Barbara H. Havenick ("Assignor") has assigned and transferred as of the date hereof to the Trust a 1.344% Limited Partner's interest (the "Interest"); and

WHEREAS, the parties hereto desire to amend the Partnership Agreement to reflect the admission of the Trust as a substitute Limited Partner of the Partnership holding and owning the Interest in the Partnership pursuant to the requirements of Section 11.7 of the Partnership Agreement.

WITNESSETH:

NOW THEREFORE, in consideration of the mutual promises of the parties hereto, and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

1. **Capitalized Terms.** Unless otherwise expressly stated, all capitalized terms used herein shall have the meaning ascribed to them in the Partnership Agreement.
2. **Trust Bound by Partnership Agreement.** The Trust hereby accepts and agrees to be bound by and comply with all of the terms and provisions of the Partnership Agreement with respect to the Interest.
3. **Trust's Assumption of Obligations.** The Trust hereby assumes each and every obligation of the Assignor with respect to the Interest and agrees to discharge same in

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accordance with the terms of the Partnership Agreement to the extent such obligation arises on or following the date hereof and relates to, or is in respect of, the Interest.

4. Investment Purposes. The Trust has acquired the Interest for investment and not for resale.

5. General Partners' Consent and Operative Amendment.

(a) The Majority of General Partners hereby consent to and approve the admission of the Trust as a Limited Partner of the Partnership holding and owning the Interest and succeeding to all of the rights, powers and privileges of the Assignor with respect to the Interest.

(b) The Partnership Agreement (including Schedule A thereto) is hereby amended to reflect the Trust, having an address of c/o Freddie Havenick, Trustee, 401 N.W. 38th Court, Miami, Florida 33126, as a substitute Limited Partner of the Partnership as owner of and with respect to the Interest.

6. Other Terms and Provisions. Except as otherwise specifically amended hereunder, all other terms and conditions of the Agreement shall remain in full force and effect.

7. Binding Effect. This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, distributees, legal and personal representatives, successors and assigns.

8. Counterparts. This Amendment may be executed in any number of counterparts or counterpart signature pages, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same instrument.

[Signatures on following page]

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IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment as of the day and year first above written.

MAJORITY OF GENERAL PARTNERS:

SOUTHWEST FLORIDA ENTERPRISES, INC.

By: Fred Havenick
Fred Havenick, President

BHH, INC.

By: Barbara H. Havenick
Barbara H. Havenick, President

HECHT INVESTMENTS, LTD.

BY: Hecht Investments, Inc., general partner

By: Freddie Havenick
Freddie Havenick, President

SUBSTITUTE LIMITED PARTNER:

TRUSTS CREATED UNDER AGREEMENT MADE AS OF DECEMBER 24, 2004 BETWEEN BARBARA HECHT HAVENICK, AS SETTLOR, AND FREDDIE HAVENICK AND JOAN SCHEINER, AS CO-TRUSTEES, FOR THE BENEFIT OF THE HAVENICK CHILDREN

By: Freddie Havenick
Freddie Havenick, Trustee

By: Joan Scheiner
Joan Scheiner, Trustee