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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION ELFERS RRH LTD.

> Certificate of Status Certified Copy Page Count 04 Estimated Charge \$105.00

\*\*\*Filing Voided - Accepted in Error

Massachusetts proceedings should have been

in Florida

\*\*\*Pending Florida litigation\*\*\*

mmilligan 11/05/18\*\*\*

regulated of date
\* Oryinal - the Electronic Hing Me



# CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

Elfers RRH, Ltd.			
Insert name curre	ently on file	with Florida Depar	tment of State
Pursuant to the provisions of section 620 limited liability limited partnership, who 08/30/1977, assi adopts the following certificate of amend	se certific gned Flor	ate was filed wit ida document nu	h the Florida Department of State on mber A05951
This amendment is submitted to amend the fo	ollowing:		
A. If amending name, <u>enter the new nam</u> <u>here</u> :	•	mited partnership	or limited liability limited partnership
. New name must be	distinguishe	able and contain an a	acceptable suffix.
Acceptable Limited Partnership suffixes: Limited Acceptable Limited Liability Limited Partnership			
B. If amending mailing address and/o principal office address here:	r princip	al office addres	s, enter new mailing address and/or
New Principal Office Add		1088 Trail View Pl	
(Must be STREET address)		Nipomo, CA 93444	
New Mailing Address: (May be post office box)		c/o Neal Marshall F 1088 Trail View Pl Nipomo, CA 93444	ace
C. If amending the registered agent and/ new registered agent and/or the new regist			s on our records, enter the name of the
Name of New Registered Agent:	CT Corp	oration System	
New Registered Office Address:	1200 So	uth Pine Island Road	i rida street address
	Plantatio	n Citv	, Florida <u>33324</u> Zip Code
		,	A <sup>c</sup>



### New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

<u> Fitle</u>	<u>Name</u>	Address	Type of Action
<del></del>	Orangewood Lakes, LLC	c/o Neal Marshall Brown 1088 Trail View Place Nipomo, CA 93444	■ Add □ Remove
·····	Etfers RRH, LLC	Gainesville, FL 32608	
<del></del>			□ Add □ Remove
			☐ Add ☐ Remove ★ ※
			☐ Add ☐ Remove
			□ Add □ Remove

(NOTE: If adding or removing" limited liability limited partnership" status, all general partners must sign this amendment.)

Effective date, if other than the date of filing:	er the date this document is filed by the Florida Department of
(Effective date cannot be prior to nor more than 90 days afte. State.)	r the date this document is filed by the Florida Department of
Note: If the date inserted in this block does not meet the applied listed as the document's effective date on the Department	
· · · · · · · · · · · · · · · · · · ·	
Signature(s) of a general partner or all general i	
(*NOTE: Only one current general partner is required to sig removing a "limited liability limited partnership" election sta	atement. Chapter 620, F.S., requires all general partners to sign
when adding or removing a "limited liability limited partners	ship" election statement.)
Orangewood Lakes, LLC	•
BY: 7 07 0	
quel ma	
Its Manager, duly authorized	
71	artnerisi. 11 anv:
Signature(s) of all new or dissociating general p	section is any
	action (b) and
Orangewood Lakes, LLC	
Orangewood Lakes, LLC BY: Heul TyBe	
Orangewood Lakes, LLC BY: Heal TyBe	
Orangewood Lakes, LLC BY: Heul TyBe	
Orangewood Lakes, LLC BY: Heal TyBe	
Signature(s) of all new or dissociating general property of all new or dissociating general property of the second Lakes, LLC  BY: **Jew Cy System	\/\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\

In hand 07.09.18 Swr

white

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### COMMONWEALTH OF MASSACHUSETTS

SUPERIOR COURT CIVIL ACTION NO. 1784CV02863-BLS1

### THE RIGHTSTONE, INC.,

Plaintiff,

vs.

### ELFERS RRH, LLC, C&M INVESTMENT LIMITED PARTNERSHIP, and BOSTON CAPITAL PARTNERS, INC.,

Defendants,

and

### ELFERS R.R.H., LTD.,

Nominal Defendant.

### PRELIMINARY INJUNCTION ORDER

This matter came before the Court on plaintiff The Rightstone, Inc.'s ("Plaintiff")

Emergency Second Motion for Preliminary Injunction (Docket Entry No. 53.0). Upon consideration of the motion, affidavits, and other materials filed in support and in opposition, the Court finds that Plaintiff has demonstrated a likelihood of success on the merits, that it faces a substantial risk of irreparable harm if the requested relief is not granted, that the balance of possible harms weighs in its favor, and that the public interest is best served by granting the relief requested. See Packaging Indus. Group, Inc. v. Cheney, 380 Mass. 609, 616-617 (1980); Brookline v. Goldstein, 388 Mass. 443, 447 (1983). Accordingly, it is hereby ORDERED that defendant Elfers RRH, LLC (the "Current General Partner") and nominal

defendant Elfers R.R.H., Ltd. (the "Partnership") are hereby enjoined as follows pending a final determination of this action:

- ORDER PENDING FINAL APPROVAL BY THE U.S. DEPARTMENT OF AGRICULTURE RURAL DEVELOPMENT OF AN APPLICATION FOR SUBSTITUTION OF ORANGEWOOD LAKES, LLC AS GENERAL PARTNER OF THE PARTNERSHIP.
- A. The Current General Partner and the Partnership, their respective partners, officers, agents, servants, employees, attorneys, and all other persons in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are restrained and enjoined from interfering in any way with any application or other effort by Plaintiff to obtain approval from the U.S. Department of Agriculture Rural Development ("Rural Development") for the removal of the Current General Partner as general partner of the Partnership, and the replacement of the Current General Partner with the Orangewood Lakes, LLC (collectively, the "Application");
- B. The Current General Partner and the Partnership, their respective partners, officers, agents, servants, employees, attorneys, and all other persons in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, shall reasonably cooperate with Plaintiff and its agents in connection with the preparation, submission, and prosecution of the Application, including, without limitation, by providing Plaintiff with access to any and all books and records of the Partnership as requested by Plaintiff or its agents;
- C. The Current General Partner and the Partnership, their respective partners, officers, agents, servants, employees, attorneys, and all other persons in active concert or

participation with any of them who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, shall make available for the inspection and copying by Plaintiff's expert, Charles Foster, any and all books and records, including financial records, of the Partnership requested by Mr. Foster, and shall instruct both the Management Agent, Hale Management Group, Inc., and the Partnership's CPA firm, Duggan, Joiner & Company, to make available to Mr. Foster, for inspection and copying, any and all such books and records, including financial records, of the Partnership in their respective possession, custody, or control; and

- D. The Current General Partner and the Partnership, their respective partners, officers, agents, servants, employees, attorneys, and all other persons in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are restrained and enjoined, until further notice, from filing with the Internal Revenue Service or the State of Florida any tax return or returns for or with respect to the 2017 tax year, and from preparing and issuing to the partners of the Limited Partnership, including without limitation, Plaintiff, any Form K-1 or similar tax form for the 2017 tax year.
- II. ORDER UPON APPROVAL BY THE U.S. DEPARTMENT OF AGRICULTURE RURAL DEVELOPMENT OF AN APPLICATION FOR SUBSTITUTION OF ORANGEWOOD LAKES, LLC AS GENERAL PARTNER OF THE PARTNERSHIP.
- A. The Current General Partner and its officers, agents, managers, members, servants, employees, attorneys, and all other persons in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are

restrained and enjoined from obstructing, interfering with, or otherwise hindering the assumption of the position of sole General Partner of the Partnership by Orangewood Lakes, LLC, and shall reasonably cooperate with the transition of all associated powers and authority from the Current General Partner to Orangewood Lakes, LLC;

- B. The Current General Partner and its partners, officers, agents, managers, members, servants, employees, attorneys, and all other persons in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, shall notify the Management Agent, Hale Management Group, Inc., in writing, that Orangewood Lakes, LLC is the new, sole General Partner of the Partnership, and shall instruct Hale Management Group, Inc. to cooperate in all relevant respects with Orangewood Lakes, LLC as the new, sole General Partner of the Partnership;
- C. The Current General Partner and its partners, officers, agents, managers, members, servants, employees, attorneys, and all other persons in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, shall promptly turn over to the new General Partner, Orangewood Lakes, LLC, any and all books and records relating to the Partnership and/or the Current General Partner's operations and activities relating to the Partnership, and shall promptly turn over to the new General Partner, Orangewood Lakes, LLC, any and all monies and other assets of the Partnership which are in the Current General Partner's possession, custody, or control; and

D. The Current General Partner and its officers, agents, managers, members, servants, employees, attorneys, and all other persons in active concert or participation with any of them who receive actual notice of this Order by personal service or otherwise, whether acting directly or through any trust, corporation, subsidiary, division, or other device, are restrained and enjoined from transferring, liquidating, converting, encumbering, pledging, loaning, selling, concealing, dissipating, disbursing, assigning, spending, withdrawing, granting a lien or security interest in, or otherwise disposing of any funds, real or personal property, accounts, contracts, shares of stock, or other assets, or any interest therein, wherever located that: (1) are owned, controlled, or held by, in whole or in part, for the benefit of, or subject to access by, or belonging to the Partnership, or (2) are in the actual or constructive possession of the Partnership, except to the extent such transfer is to the new General Partner, Orangewood Lakes, LLC.

#### III. OTHER MISCELLANEOUS MATTERS.

- A. The Court finds, pursuant to Mass. R. Civ. P. 65(c) and for good cause shown, that no bond shall be required as security for this injunction;
- B. Except as expressly modified herein, the Preliminary Injunction entered by this Court on March 28, 2018 shall remain in full force and effect; and
- C. This Preliminary Injunction too shall remain in full force and effect pending a trial of this action on the merits, unless sooner modified or dissolved by the Court.

SO ORDERED this 5th day of July, 2018.

Brian A Davis

Associate Justice of the Superior Court



### COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

SUPERIOR COURT CIVIL ACTION NO. SUCV2017-02863-BLS1

THE RIGHTSTONE, INC.,

Plaintiff,

ELFERS RRH, LLC, C&M INVESTMENT LIMITED PARTNERSHIP and BOSTON CAPITAL PARTNERS, INC.,

Defendants,

ELFERS R.R.H., LTD.,

Nominal Defendant.

### PLAINTIFF'S EMERGENCY SECOND MOTION FOR PRELIMINARY INJUNCTION

Pursuant to Mass. R. Civ. Pro. Rule 65, Plaintiff, The Rightstone, Inc. (herein "Rightstone"), and Elfers R.R.H., Ltd. (the "Partnership") hereby move the Court to onter a preliminary injunction ordering the Defendant Elfers RRH, LLC to cease its obstruction of the efforts of the new General Partner, Orangewood Lakes, LLC, to assume control of the Partnership. Rightstone requests that the Court enter a preliminary injunction upon the terms and with the provisions of the proposed Preliminary Injunction attached hereto.

As grounds for this Motion, Rightstone states as follows:

Shortly after this Court issued its first Preliminary Injunction and rulings in this matter on March 28, 2018 Rightstone submitted an application to the Rural Development agency

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### COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, ss.

SUPERIOR COURT CIVIL ACTION NO. SUCV2017-02863-BLS1

THE RIGHTSTONE, INC.,

Plaintiff,

VS.

ELFERS RRH, LLC, C&M INVESTMENT LIMITED PARTNERSHIP and BOSTON CAPITAL PARTNERS, INC.,

Defendants,

and

ELFERS R.R.H., LTD.,

Nominal Defendant.

## NOTICE OF APPROVAL BY U.S. DEPARTMENT OF AGRICULTURE RURAL DEVELOPMENT OF SUBSTITUTION OF GENERAL PARTNER

Pursuant to the Court's <u>Preliminary Injunction Order</u> dated July 5, 2018, please take notice that, on August 3, 2018, the U.S. Department of Agriculture Rural Development agency gave its final approval of the substitution of Orangewood Lakes, LLC for Defendant Elfers RRH, LLC as the sole General Partner of the Nominal Defendant Elfers R.R.H., Ltd. A copy of that Approval is attached hereto.

### Respectfully submitted,

THE RIGHTSTONE, INC.,

Plaintiff,

By its attorney,

Stephen W. Rider, Esq., BBO # 419820 Stephen W. Rider, P.C.

350 Lincoln Street - Suite 2400

Hingham, MA 02043 Tel: 781-740-1289

Fax: 781-207-9160 Email: stephen.rider@swrpc.com

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Dated: August 6, 2018

### **CERTIFICATE OF SERVICE**

I hereby certify that on August 6, 2018, I served the foregoing upon the Defendants by causing a copy therefore to be mailed by first class mail, postage prepaid, to their counsel of record as follows:

Joseph E. Phelan, Esq. PHELAN LAW OFFICES, P.C. 738 Main Street Hingham, MA 02043

Matthew T. McLaughlin, Esq. Nixon Peabody, LLP 100 Summer Street Boston, MA 02110-2131

I also hereby certify that I provided a courtesy copy of same to Defendants counsel on August 6, 2018 by email.

Stephen W. Rider

From: Renate Harrison sereson financiassipre

Subject: Fwd: RE: Elfers RRH, Ltd Date: August 3, 2018 at 11:00 AM

To: SWRPC stephen washing stopp and, neal brown Haamishing I spriation

---- Forwarded Message ----Subject:RE: Elfers RRH, Ltd

Date:Fri, 3 Aug 2018 14:54:54 +0000

From: Rogers, Tim - RD, Gainesville, FL <tim.rogers@fl.usda.gov>

To:harrison@harrison.pro <harrison@harrison.pro>

CC:Jeff Hale <a href="mailto:seff-hale@halemgmt.com">Seff-hale@halemgmt.com</a>, Flowers, Tyrand - RD, Gainesville, Flowers@fl.usda.gov

Ms. Harrison,

Please find attached the signed Form RD 3560-1, "Application for Partial Release, Subordination, or Consent" regarding the above subject Substitution of General Partner request. The application is being approved based on the information that has been submitted to the agency. Thank you and please advise if you have any questions.

Thank you.

Tim G. Rogers
Program Director | Multi-family Housing
Rural Development
United States Department of Agriculture
4440 NW 25<sup>th</sup> Place | Gainesville, FL 32606
Phone: 352.338.3464 | Fax: 352.338.3437
www.rd.usda.gov | "Committed to the future of rural communities"

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Substitution of GP Approval.pdf



#### United States Department of Agriculture

Rural Davelopment

FL/USVI State Office

August 3, 2018

4440 NW 25th Place Gameswille, FL 32506

Ms. Renate Harrison Harrison Law, P.C.

Voice: (352) 338-3402 Fax: (352) 338-3405 555 Legget Drive, Suite 304 Ottawa, ON K2K 2X3, Canada

RE: Substitution of General Partner

Elfers RRH, Ltd - Orangewood Lakes Apts, New Port Richie, Florida

Dear Ms. Harrison:

The request for the Substitution of General Partner for Elfers RRH, Ltd has been approved for the above-referenced property. Please find attached an approved copy of RD Form 3560-1, Application for Partial Release, Subordination, or Consent. Our records reflect that Hale Management Group, Inc. continues to be the approved management agent of the property.

Thank you for partnering with USDA Rural Development's MFH Program to provide affordable rental housing to the citizens of New Port Richie. Please feel free to contact either Tyrand Flowers at 863-438-3742 or myself at 352-338-3464 if you have any questions.

Sincerely,

TIM G. ROGERS

the Cold -

Multi-family Housing Program Director

TGRogers:tr

Attachment

cc: Mr. Jeff Hale, Hale Management Group, Inc, 7257 NW 4th Blvd, Suite 74, Gainesville, FL 32607

MFH Specialist, USDA Rural Development, Champions Gate, FL

Form RD3560-1	Purition 5	FORM APPROVED OND NO 0575-0189
·12-05·	UNITED STATES DEPARTMENT OF AGRICL LITURE	STATE
	RURAL DEVELOPMENT	Ploride
TYPE OF LOAN		COUNTY
'=	APPLICATION FOR PARTIAL RELEASE,	Paeco
Bural Rental Housing	SUBORDINATION, OR CONSENT	CASE NO PROJECT NO
(SPELIFY)		09-51 001330539
	7477	PROJECT NAME
RELEASE TARTIAL RECEASE	PART I	Orangowood Lakes Apre
SUBORDINATION [] CUNSINT	(Cumpleted by Bottower)	
The undersigned altera PRI	H. 144	
THE discussion accurate	(Same of Borrower)	
whose address fincluding 71P Code it	5701 S Onreen Send Bay Part Bishey Plenids	34653
	nation of the tiens of said security instruments of condent to	HE TOTAL HELD
property, apply to release of socialist	ther interest in the partnership from Elters ARM.	14.C to
The transfer of the detectal ber	thet Theerone de sin File	
Orangaycood Lakee, LLC		
	Durantan	
	(Description) riority and attach the proposed security instrument.	
1. List prior lienholders in order of p	Bolth and steller the brokesee seeding transmission	
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Address		
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ar was in He		
Lien Priority #5		

Amount of Lien: \$\_\_\_ According is the Proposition and all 1935 and genery step red standard or special as not required to Proposition by Contraction of Annalism in Proposition and Annalism in Proposition in the Proposition of Annalism in

Name:\_

Address:

Name of proposed lessee or purchaser: 0: Address: 34 Rice Road Hinghen, KA		1.1.:
Attach a copy of the proposed lease/conve	yance.	
. Description of property to be covered by th	e release, subordin	nation, or consent:
Саме Но. 09-51-001330539		·
The apartment complex is known as "Or families in the town of New P. Et Rich	angewood Lakes a ey, Pasco County	Apartments" and consists of 74 rantal units for low income y, Florids
. The use to be made of the property covered		
The property is operated on a multifa	maily rental proj	perty.
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5. The anticipated proceeds from this transact	non are:	Subsequent payment(s) \$
to disposition of the proceeds as required in borrower's loan accounts. It is expressly unexecuted and delivered by Agency pursua	by Agency pursuar inderstrood that unli int to this applicate	rees to comply with such terms as may be prescribed by Agency and noted by regulations, including the method of applying payments to the less a separate written instrument of subordination or partial release is on, approval by Agency of this application will merely constitute and
evidence its consent, as lienholder, to the security, modifying the payment terms of the	e proposed transa he loan, or otherwis	ction without in any way subordinating its lien, releasing any of its se affecting any rights of Agency.
	Elf	Borocci Yone
Date 05/01/2018	В)	ilas brawn
·	Title: Mar	nagor. Orangewood Lakes, LLC. Its General Partner

#### PART 11 (Completed by Agency)

action:  Collins Wash  Collins Wash
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Lity Aging Sould Common the Same
% extra payment on Agency loan % regular payment on Agency loan % borrower regular income % prior llenholder debts % pre-closing costs % repairs or estlergement of complex % purchase additional property % increase reserves % pay investor capital losses % pay additional income tax % other (specify):
Organius of Francius Officials
i.

### ELFERS RRH, LTD. - CASE NO. 09-51-001330539

The names, addresses, and taxpayer identification numbers of individuals with controlling interests in the new or substitute entity:

Neal Marshall Brown is one manager of Orangewood Lakes, LLC. Orangewood Lakes, LLC is the replacement general partner.

The addresses of both Neal Marshall Brown and Orangewood Lakes, LLC are: 34 Rice Road
Hingham, MA 02043

The EIN for Orangewood Lakes, LLC:

TL-Sunset LLC is the other manager of Orangewood Lakes, LLC.

The address of TL-Sunset ELC is: 481 Dutchmans Lane Greensboro, MD 21639

TL-Sunset LLC's EIN Is: