

A07311

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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Forest Glen Associates, Ltd. A07311
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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DEPARTMENT OF STATE
CORPORATION REGISTRATION
TALLAHASSEE, FLORIDA

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***105.00 ***105.00

Walk in Pick up time 4/26 **BK** Certified Copy *with filing info on each page*

Mail Out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FOREST GLEN ASSOCIATES, LTD.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate was filed with the Florida Department of State on the 31st day of January, 1979, as further amended on the 30th day of October 1980, as further amended on the 31st day of May 1994 and filed on the 26th day of July, 1984 in the office of the Secretary of State of Florida; and further amended on the 27th day of March 1998 and filed on the 27th day of March, 1998 in the office of the Secretary of State of Florida; adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

1. The General Partner's name and address is as follows:

Forest Glen ^IAssociates, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756

L02000005933

2. The remainder of the Partnership's Certificate, as amended, remains in full force and effect.
3. The Second Amendment to the Amended and Restated Agreement of Limited Partnership pursuant to Exhibit A is attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Certificate as to the 22nd day of April 2002.

By: **Forest Glen ^IAssociates, LLC**
A Florida Limited Company
SOLE GENERAL PARTNER

By: 
Thomas F. Flynn, Manager

EXHIBIT "A"
THIRD AMENDMENT TO
SECOND AMENDED AND RESTATED CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP FOR
FOREST GLEN ASSOCIATES, LTD.

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TALLAHASSEE, FLORIDA

THIS THIRD AMENDMENT TO SECOND AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP FOR FOREST GLEN ASSOCIATES, LTD. ("Amendment"), is made and entered into effective as of the 22 day of April, 2002, by and among THOMAS F. FLYNN, as withdrawing General Partner (the "Withdrawing General Partner"), THE ROBERT G. BUNCH LIVING TRUST, as the Limited Partner (the "Limited Partner"), and FOREST GLEN I, LLC, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

WITNESSETH:

WHEREAS, FOREST GLEN ASSOCIATES, LTD. (the "Partnership") was formed as a Florida limited partnership pursuant to an Agreement and Certificate of Limited Partnership dated January 31, 1979 which was filed with the Secretary of State of the State of Florida on March 9, 1979 (the "Original Agreement"); and

WHEREAS, the Original Agreement was amended by that certain Amended and Restated Certificate and Agreement of Limited Partnership dated July 5, 1979 and filed with the Secretary of State of the State of Florida on July 16, 1979, that certain Second Amended and Restated Certificate and Agreement of Limited Partnership dated October 30, 1980, that certain Amendment to the Second Amended and Restated Certificate and Agreement of Limited Partnership dated May 31, 1994, and filed with the Secretary of State of the State of Florida on July 26, 1994, and that certain Amendment to Certificate of Limited Partnership dated March 27, 1998, and filed with the Secretary of State of the State of Florida on March 27, 1998 (the Original Agreement, as amended, is hereinafter collectively referred to as the "Partnership Agreement"); and

WHEREAS, the Withdrawing General Partner is transferring a portion of his right, title and interest as the General Partner in the Partnership to the Substitute General Partner and is converting the remainder of his interest into the interest of a Special Limited Partner, as of the effective date hereof; and

WHEREAS, the parties hereto wish to enter into this Amendment for the purposes of setting forth each party's consent to all of the following: (i) having Thomas F. Flynn transfer a portion of his interest in the Partnership to the Substitute General Partner; (ii) having Thomas F. Flynn withdraw as an individual General Partner; (iii) having Forest Glen I, LLC admitted as the new and sole General Partner; (iv) converting Thomas F. Flynn to a Special Limited Partner; and (v) amending the Partnership Agreement as set forth below.

(All references to sections below shall be to the Partnership Agreement):

NOW, THEREFORE, IT IS HEREBY AGREED and the Partnership Agreement is hereby amended and superseded as follows:

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TALLAHASSEE, FLORIDA

(1) Section 1.2, Principal Place of Business, and the reference to the Partnership's place of business in Section 13.1 shall be amended by replacing the designation of the principal place of business of the Partnership with:

*516 Lakeview Road, Unit 8
Clearwater, Florida 33756-3302*

(2) Section 1.3(a) shall be amended to provide that the name and address of the General Partner is as follows:

*Forest Glen I, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756-*

(3) Section 3.11 shall be amended and restated as follows:

"General Partner means Forest Glen I, LLC (as the successor to Thomas F. Flynn), or other Person or Persons that succeed it in that capacity."

(4) Upon his withdrawal as the General Partner, Thomas F. Flynn is transferring two-tenths (0.2) of his two (2) General Partner Units to the Substitute General Partner and the remaining portion of Thomas F. Flynn's interest in the Partnership represented by his remaining one and eight-tenths (1.8) General Partner Units is hereby converted into the interest of a Special Limited Partner, and Thomas F. Flynn shall be treated as a Special Limited Partner under Section 8.2 of the Partnership Agreement with respect to such retained interest. The names and addresses of the Partners and their respective Units in the Partnership are set forth on Schedule "A" attached hereto and made a part hereof by reference, and Section 3.1 is hereby amended in accordance therewith.

(5) All capitalized terms used herein and not defined shall have the meaning given to them in the Partnership Agreement.

(6) In all other respects the Partnership Agreement is hereby ratified and confirmed by the undersigned parties. By executing this Amendment below, all the undersigned parties do give their consents and approvals to all matters contained herein and in the Partnership Agreement and the Amendment for which consent and approval is required under the terms of the Partnership Agreement.

(7) By signing this Amendment, all parties below hereby consent to the simultaneous transfer of a portion of Thomas F. Flynn's interest in the Partnership to the Substitute General Partner, the withdrawal of Thomas F. Flynn as an individual General Partner, the conversion of Thomas F. Flynn to a Special Limited Partner, and the admission of Forest Glen I, LLC as the new sole General Partner of the Partnership, all as described herein, and the other amendments to the Partnership Agreement set forth herein.

IN WITNESS WHEREOF, the parties have subscribed and sworn to this agreement as of the date first written above.

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NOTARY PUBLIC
TALLAHASSEE, FLORIDA

ATTEST:

By: Nancy R. Poling
Print Name: NANCY R. POLING

SUBSTITUTE GENERAL PARTNER:
FOREST GLEN I, LLC,
a Florida limited liability company

By: Thomas F. Flynn
Thomas F. Flynn, Manager

WITNESSES:

Nancy R. Poling
Print Name: NANCY R. POLING
Linda Sadlon
Print Name: LINDA SADLON

WITHDRAWING GENERAL PARTNER:

Thomas F. Flynn
THOMAS F. FLYNN

LIMITED PARTNER:

THE ROBERT G. BUNCH LIVING TRUST

X Judith K. Heinz
Print Name: Judith K. Heinz
X Melissa L. Swann
Print Name: Melissa L. Swann

By: X David H. Dougherty, Trustee
David H. Dougherty, Trustee

X Rita Roberts Farmer
Print Name: Rita Roberts Farmer
X Justin Linville
Print Name: Justin Linville

By: X Robin Bunch Woods, Trustee
Robin Bunch Woods, Trustee

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 22nd day of April, 2002, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Thomas F. Flynn**, both individually and as Manager of **Forest Glen I, LLC**, who is personally known to me to be the individual executing delivery of the foregoing instrument and acknowledged to me that he executed and delivered the same both individually as the Withdrawing General Partner and as Manager of **Forest Glen I, LLC**, as Substitute General Partner of the Partnership, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.



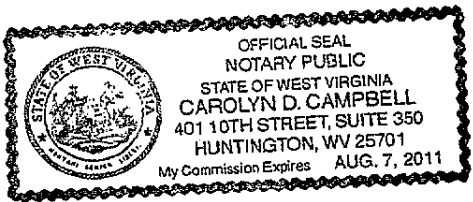
Carol Hildebrandt
Commission # CC 988525
Expires Jan. 31, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Carol Hildebrandt
Notary Public
Print Name: Carol Hildebrandt
Commission No: CC 988525
My Commission Expires: 1/31/03

STATE OF X West Virginia
COUNTY OF X Cabell

On this 15th day of March, 2002, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **David H. Dougherty, as Trustee of The Robert G. Bunch Living Trust, the Limited Partner**, who is personally known to me or produced _____ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as Trustee of the Limited Partner, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.



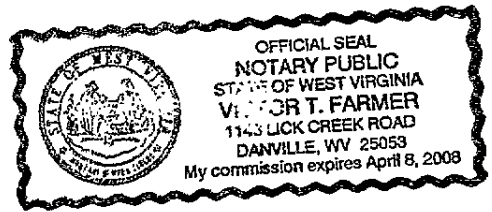
X Carolyn D. Campbell
Notary Public
Print Name: Carolyn D. Campbell
Commission No: _____
My Commission Expires: Aug 7 2011

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF X WEST VIRGINIA
COUNTY OF X BOONE

On this 9th day of April, 2002, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Robin Bunch Woods, as Trustee of The Robert G. Bunch Living Trust, the Limited Partner**, who is personally known to me or produced _____ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as the Trustee of the Limited Partner, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.



X Victor T. Farmer
Notary Public
Print Name: VICTOR T. FARMER
Commission No: _____
My Commission Expires: 4-8-08