

A 09962

(Requestor's Name)

(Address)

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PICK-UP WAIT MAIL

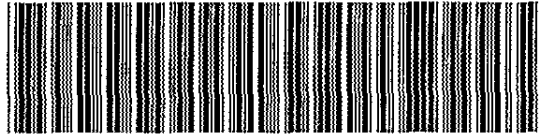
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03 JUN 10 PM 12: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 MAY 30 PM 1: 03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BK

Capitol Services, Inc.

1045 Merritt Drive

Tallahassee, FL 32301

(850) 878-4734

Kathi or Brent

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TALLAHASSEE, FLORIDA

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

1. Bellenjew Associates, LTD 100912
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 5/30/03 Certified Copy
- 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

*pls
Stamp
ea pg*

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

03 JUN 10 PM 12:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 30, 2003

CAPITOL SERVICES

TALLAHASSEE, FL

SUBJECT: BELLEVIEW ASSOCIATES, LTD.
Ref. Number: A09962

We have received your document for BELLEVIEW ASSOCIATES, LTD. and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$155.00 payment.

As discussed, before this AMENDMENT can be filed, the new general partner -- OAKBROOK VILLAS, LLC -- will have to be filed.

ALSO, please note that the AMOUNT REQUIRED to file a limited partnership amendment is only \$52.50, and with a certified copy the TOTAL WOULD COME TO \$105.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 803A00034210

**AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BELLEVIEW ASSOCIATES, LTD.**

03 JUN 10 PM 12:29
FILED
SECRETARY OF STATE
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 23rd day of January, 1981, as further amended on the 25th day of June 1981 and filed on the 21st day of July, 1981 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:

Oakbrook, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756

L03000016920

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 27th day of May 2003.

By: **Oakbrook, LLC**
A Florida Limited Company
SOLE GENERAL PARTNER

By: 
Thomas F. Flynn, Manager

Exhibit A

AMENDMENT TO
AMENDED AND RESTATED CERTIFICATE AND
AGREEMENT OF LIMITED PARTNERSHIP FOR
BELLEVIEW ASSOCIATES, LTD.

03 JUN 10 PM 12:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP FOR BELLEVIEW ASSOCIATES, LTD. ("Amendment"), is made and entered into effective as of the 27 day of May, 2003, by and among THOMAS F. FLYNN ("Flynn"), ARTHUR RUTENBERG ("Rutenberg") and DAVID G. TIBMA ("Tibma") as withdrawing General Partners (collectively the "Withdrawing General Partners"), DR. FRANKLIN G. NORRIS, as Trustee of the DR. FRANKLIN G. NORRIS LIVING TRUST, as the Limited Partner (the "Limited Partner"), and OAKBROOK, LLC, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

WITNESSETH:

WHEREAS, BELLEVIEW ASSOCIATES, LTD. (the "Partnership") was formed as a Florida limited partnership pursuant to an Agreement and Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on January 23, 1981 (the "Original Agreement"); and

WHEREAS, the Original Agreement was amended by that certain Amended and Restated Certificate and Agreement of Limited Partnership dated June 25, 1981 and filed with the Secretary of State of the State of Florida on July 21, 1981 (the Original Agreement, as amended, is hereinafter collectively referred to as the "Partnership Agreement"); and

WHEREAS, Flynn 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, each of Rutenberg and Tibma is converting his entire interest in the Partnership 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, Arthur Rutenberg and David G. Tibma each withdraw as an individual General Partner; (iii) having OAKBROOK, LLC admitted as the new and sole General Partner; (iv) converting each of Thomas F. Flynn, Arthur Rutenberg and David G. Tibma 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:

(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:

OAKBROOK, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756-3302

(3) Section 2.12 shall be amended and restated as follows:

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

(4) Upon his withdrawal as a General Partner, Thomas F. Flynn is transferring three-tenths (0.3) of his General Partner Unit to the Substitute General Partner and the remaining portion of Thomas F. Flynn's interest in the Partnership represented by the remaining seven-tenths (0.7) of such General Partner Unit 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. Upon his withdrawal as a General Partner, all of Arthur Rutenberg's interest in the Partnership represented by his one (1) General Partner Unit is hereby converted to the interest of a Special Limited Partner, and Arthur Rutenberg shall be treated as a Special Limited Partner under Section 8.2 of the Partnership Agreement. Upon his withdrawal as a General Partner, all of David G. Tibma's interest in the Partnership represented by his one (1) General Partner Unit is hereby converted to the interest of a Special Limited Partner, and David G. Tibma shall be treated as a Special Limited Partner under Section 8.2 of the Partnership Agreement. 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.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

(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, Arthur Rutenberg and David G. Tibma as the General Partners, the conversion of Thomas F. Flynn, Arthur Rutenberg and David G. Tibma to Special Limited Partners, and the admission of OAKBROOK, LLC as the new sole General Partner of the Partnership.

IN WITNESS WHEREOF, the parties have subscribed and sworn to this agreement as of the date first written above, all as described herein, and the other amendment to the Partnership Agreement set forth herein.

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JUN 10 PM 12:29
TALLAHASSEE, FLORIDA
COUNTY OF PINELLAS

SUBSTITUTE GENERAL PARTNER:

OAKBROOK, LLC,
a Florida limited liability company

ATTEST:

By: *Katherine Scatko*
Print Name: Katherine Scatko

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

WITNESSES:

Katherine Scatko
Print Name: Katherine Scatko

WITHDRAWING GENERAL PARTNERS:

Thomas F. Flynn
THOMAS F. FLYNN

Elaine Hewitt
Print Name: Elaine Hewitt

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 27 day of May, 2003, 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 **OAKBROOK, 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 **OAKBROOK, LLC**, as Substitute General Partner of the Partnership, and for the purposes therein contained.

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

Carol Hildebrandt
Notary Public
Print Name: Carol Hildebrandt
Commission No: CC988525
My Commission Expires: 1/31/5



Carol Hildebrandt
Commission # CC 988525
Expires Jan. 31, 2005
Bonded Thru
Atlantic Bonding Co., Inc.
Withdrawing General Partners' Signature Pages and Notary Acknowledgments Follow

WITNESSES:

Jeanne Bustoq
Print Name: Jeanne Bustoq

Michele Reeser
Print Name: Michele Reeser

WITHDRAWING GENERAL PARTNER:

Arthur Rutenberg
ARTHIUR RUTENBERG

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JUN 10 PM 12:29
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 21 day of May, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, Arthur Rutenberg, a Withdrawing General 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 a Withdrawing General 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.



Jennifer Leavy
Notary Public
Print Name: Jennifer Leavy
Commission No: DD164603
My Commission Expires: 3/24/06

Partner's Signature Page and Notary Acknowledgment Follows

WITNESSES:

Linda Seaton
Print Name: LINDA SEATON

Karen L. Flint
Print Name: KAREN L. FLINT

WITHDRAWING GENERAL PARTNER:

David G. Tibma
DAVID G. TIBMA

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JUN 10 PM 12:29
NOTARY PUBLIC STATE OF FLORIDA

STATE OF ~~CALIFORNIA~~ FLORIDA
COUNTY OF Duval

On this 27 day of May, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **David G. Tibma**, a Withdrawing General 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 a Withdrawing General 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.



Carol Hildebrandt
Commission # **CC 988523**
Expires Jan. 31, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Carol Hildebrandt
Notary Public
Print Name: Carol Hildebrandt
Commission No: CC988523
My Commission Expires: 1/31/05

Limited Partner's Signature Page and Notary Acknowledgment Follows

LIMITED PARTNER:

Laura M. Collins
Print Name: LAURA M. COLLINS

By Dr. Franklin G. Norris
DR. FRANKLIN G. NORRIS, as Trustee

Sharon D. Erhart
Print Name: Sharon D. Erhart

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TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Orange

On this 22 day of May, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Dr. Franklin G. Norris**, as Trustee of the **Dr. Franklin G. Norris 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 a Limited Partner, and for the purposes therein contained.

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



Junellen R. Louis
My Commission CC992152
Expires February 25, 2005

Junellen R. Louis
Notary Public
Print Name: JUNELLEN R. LOUIS
Commission No: CC992152
My Commission Expires: 2-25-05

SCHEDULE "A"

GENERAL PARTNER:

OAKBROOK, LLC
516 Lake View Road, Unit 8
Clearwater, FL 33756-3301

LIMITED PARTNER:

Dr. Franklin G. Norris, Trustee
Dr. Franklin G. Norris Living Trust
1810 Bimini Drive
Orlando, FL 32806

SPECIAL LIMITED PARTNERS:

Thomas F. Flynn
516 Lake View Road, Unit 8
Clearwater, FL 33756-3301

Arthur Rutenberg
13922 58th St. North
Clearwater, FL 33760

David G. Tibma
501 Hodges Lane
Santa Barbara, CA 93108

Total Limited Partner Units:

Total General Partner and Converted General Partner Units:

GENERAL PARTNER UNITS

0.30

LIMITED PARTNER UNITS

17.00

CONVERTED
GENERAL PARTNER UNITS

0.70

1.00

1.00

17.00

3.00

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TALLAHASSEE, FLORIDA