

A09963

Capitol Services Inc.
1406 Hays St., Suite 2
Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

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02 MAR 28 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Forest Glen II, Inc. Ltd. A09963 ~~1028935~~
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____ **(12)** **BK** _____
(Corporation Name) (Document #)

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NEW FILINGS

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- Limited Liability
- Domestication
- Other

AMENDMENTS

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

Please affix filing info on each page

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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***105.00 ***105.00

Examiner's Initials

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

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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 31st day of August 1981 and filed on the 24th day of September, 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:

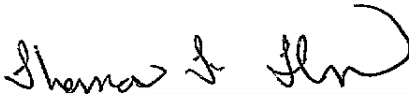
Forest Glen II, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756

L02000005935

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 25th day of March 2002.

By: **Forest Glen II, 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
FOREST GLEN II, LTD.

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TALLAHASSEE, FLORIDA

THIS AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP FOR FOREST GLEN II, LTD. ("Amendment"), is made and entered into effective as of the 15 day of March, 2002, by and among THOMAS F. FLYNN ("Flynn"), ARTHUR RUTENBERG ("Rutenberg") and DAVID G. TIBMA ("Tibma") as withdrawing General Partners (collectively the "Withdrawing General Partners"), JERRY WILLIAMS and JOSEPH D. VALENTI, as the Limited Partners (collectively the "Limited Partners"), and FOREST GLEN II, LLC, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

WITNESSETH:

WHEREAS, FOREST GLEN II, 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 August 31, 1981 and filed with the Secretary of State of the State of Florida on September 24, 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 Forest Glen II, 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):

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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:

*Forest Glen II, LLC
516 Lakeview Road, Unit 8
Clearwater, Florida 33756-3302*

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

"General Partner means Forest Glen II, 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 one-tenth (0.1) 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 his remaining nine-tenths (0.9) of a 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.

(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 Forest Glen II, 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.

ATTEST:

By: *Katherine Scatko*
Print Name: Katherine Scatko

SUBSTITUTE GENERAL PARTNER:

FOREST GLEN II, LLC,
a Florida limited liability company

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

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WITNESSES:

WITHDRAWING GENERAL PARTNERS:

Katherine Scotko
Print Name: Katherine Scotko

Thomas F. Flynn
THOMAS F. FLYNN

Nancy R. Poling
Print Name: NANCY R. POLING

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TALLAHASSEE, FLORIDA
OFFICE OF STATE

STATE OF FLORIDA
COUNTY OF PINELLAS

On this 28th day of March, 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 II, 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 II, 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
Notary Public
Print Name: Carol Hildebrandt
Commission No: CC988525
My Commission Expires: 1/31/15



Carol Hildebrandt
Commission # CC988525
Expires Jan. 31, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

WITNESSES:

X Michele Rees

Print Name: Michele Reeser

X Jennifer Saldi

Print Name: Jennifer Saldi

STATE OF Florida
COUNTY OF Pinellas

WITHDRAWING GENERAL PARTNERS:

Arthur Rutenberg
ARTHUR RUTENBERG

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TALLAHASSEE, FLORIDA

On this 21st day of March, 2002, 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.

Joanne L. Burton
Notary Public
Print Name: _____
Commission No: _____
My Commission Expires _____
Joanne L. Burton
My Commission CC780051
Expires November 13, 2002

WITNESSES:

x ~~Juliet Tibma~~ Juliet Tibma
Print Name: Juliet TIBMA

x Arvel Eng
Print Name: ARVEL ENG

WITHDRAWING GENERAL PARTNERS:

x David G. Tibma
DAVID G. TIBMA

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TALLAHASSEE, FLORIDA

STATE OF _____
COUNTY OF _____

On this _____ day of _____, 2002, 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.

See Attached

Notary Public
Print Name: _____
Commission No: _____
My Commission Expires: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

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TALLAHASSEE, FLORIDA

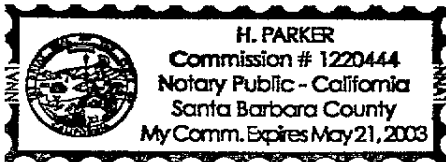
State of California }
County of Santa Barbara } ss.

On March 13, 2002, before me, H. Parker, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared David G. Tibna
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Place Notary Seal Above

H. Parker
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Amendment to Amend and Restated Certificate and agreement of limited partnership for forest Gen II, LTD
Document Date: March 13, 2002 Number of Pages: 9

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: David G. Tibna

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

WITNESSES:

X Shirley Tremblay
Print Name: Shirley Tremblay

X James Brown
Print Name: JAMES BROWN

LIMITED PARTNERS:

By: Jerry Williams
JERRY WILLIAMS

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TALLAHASSEE
FLORIDA

STATE OF Florida
COUNTY OF Hillsborough

On this 21 day of March, 2002, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Jerry Williams**, a **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 HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Jessie M. Gonzalez
Notary Public
Print Name: Jessie M. Gonzalez
Commission No: CC 927340
My Commission Expires: 6-18-2004



WITNESSES:

X Brenda J Sandifer
Print Name: BRENDA SANDIFER

X J. A. Valenti
Print Name: THOMAS A. VALENTI

LIMITED PARTNERS:

By: X Joseph D. Valenti
JOSEPH D. VALENTI

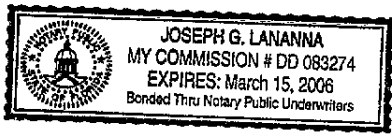
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TALLAHASSEE, FLORIDA

STATE OF Florida
COUNTY OF Hillsborough

On this 12 day of March, 2002, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Joseph D. Valenti**, a **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 HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Joseph G. Lananna
Notary Public
Print Name: Joseph G. Lananna
Commission No: DD083274
My Commission Expires: 3/15/2006



SCHEDULE "A"

GENERAL PARTNERS:

Forest Glen II, LLC
516 Lake View Road, Unit 8
Clearwater, FL 33756-3301

GENERAL PARTNER UNITS

0.10

LIMITED PARTNERS:

Jerry Williams
4944 San Rafael
Tampa, FL 33629

LIMITED PARTNER UNITS

5.00

Joseph D. Valenti
2105 South Hesperides
Tampa, FL 33609

5.00

SPECIAL LIMITED PARTNERS:

**CONVERTED
GENERAL PARTNER UNITS**

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

0.90

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

1.00

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

1.00

Total Limited Partner Units:

Total General Partner and Converted General Partner Units:

10.00
3.00
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TALLAHASSEE, FLORIDA
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