

, Division of Corporations

Page 1 of 1

A10170

Florida Department of State  
Division of Corporations  
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A10170

## LIMITED PARTNERSHIP AMENDMENT

## RIDGEWOOD APARTMENTS, LTD.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$52.50 |

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TALLAHASSEE  
DIVISION OF CORPORATIONS

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**Ridgewood Apartments, Ltd.**

(Insert name currently on file with Florida Department of State)

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on March 5, 1981, adopts the following certificate of amendment to its certificate of limited partnership.

**FIRST:** Amendment(s): (Indicate information being amended, added, or deleted)

The Fourth Amendment to the Agreement and Certificate of Limited Partnership, which is attached hereto as Exhibit A and made a part hereof, is hereby added.

**SECOND:** Effective date, if other than the date of filing: \_\_\_\_\_

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner(s)\*:

(\*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign the amendment.)

*[Signature]*

*[Signature]*

Signature(s) of new or dissociating general partner(s), if any:

Filing Fee: \$52.50  
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**EXHIBIT A**

**RIDGEWOOD APARTMENTS, LTD.  
FOURTH AMENDMENT TO THE  
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP**

Pursuant to the Florida Revised Uniform Partnership Act, as amended, Ridgewood Apartments, Ltd., a Florida limited partnership ("Partnership"), hereby adopts the hereinafter stated amendment as of December 15, 2005 ("Amendment"), to its Agreement and Certificate of Limited Partnership, as amended ("Agreement").

**BACKGROUND INFORMATION**

A. WHEREAS, the Partnership has reviewed a proposal to restructure the Partnership's mortgage indebtedness (the "Restructuring") under the Mark-to-Market Program ("M2M") of the Office of Affordable Housing Preservation of the U.S. Department of Housing and Urban Development ("HUD"); and

B. WHEREAS, the Partnership believes it is in the best interests of the Partnership to proceed with the Restructuring under M2M; and

C. WHEREAS, the Partnership further believes it is in the best interests of the Partnership to extend the term of the Partnership to exceed the scheduled terms of the any mortgage indebtedness the Partnership incurs through the Restructuring under M2M; and

D. WHEREAS, the Partnership has further determined that it is in the best interests of the Partnership to authorize its sole general partner, Brookville Associates, Inc. ("Brookville") to execute and deliver on behalf of the Partnership such documents as it, in its discretion, deems reasonable or necessary to facilitate, implement and effect the Restructuring under M2M, which documents may include but not be limited to: promissory notes, mortgage deeds, regulatory agreements, use agreements, affidavits, certifications and such other documents as HUD may require (collectively, the "Transaction Documents");

**STATEMENT OF AGREEMENT**

NOW THEREFORE, in consideration of the mutual promises contained herein and in the Agreement, the Partnership hereby agrees:

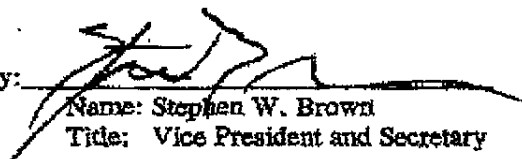
1. The Restructuring under M2M be and hereby is authorized, approved, ratified and confirmed as the act and deed of the Partnership;
2. The term of the Partnership be and is hereby extended to December 31, 2036 (the "Extension");
3. Brookville, as the Partnership's sole general partner, acting for and on behalf of the Partnership, be and is hereby authorized, empowered and directed to:

- a. Execute and deliver the Transaction Documents;
- b. Execute and deliver such other instruments or certifications as Brookville may approve to facilitate, implement and effect the Restructuring, the Transaction Documents and the Extension; and
- c. Take such other actions as the Brookville may see fit to facilitate, implement and effect the Restructuring, the Transaction Documents and the Extension.

4. Except as modified by this Agreement, each and every term and condition of the Agreement is and remains in full force and effect.

**GENERAL PARTNER:**

Brookville Associates, Inc.

By: 

Name: Stephen W. Brown

Title: Vice President and Secretary