

A23510

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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

- Cottage Hill, Ltd A23510
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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Please stamp each page w/ filing info. Thank

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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DIVISION OF CORPORATIONS
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

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AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF
COTTAGE HILL, LTD.

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 October, 1986, as further amended on the 26th day of May, 1987 and the 30th day of June, 1988, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

1. The General Partner's name and address is as follows:
Cantonment Three, Inc.
516 Lakeview Road, Unit 8
Clearwater, Florida 33756-3302 *998000081956*
2. The Registered Agent's name and address is as follows:
Thomas F. Flynn
516 Lakeview Road, Unit 8
Clearwater, Florida 33756-3302
3. The remainder of the Partnership's Certificate, as amended, remains in full force and effect.
4. The Agreement of Limited Partnership is amended pursuant to Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this
Amendment to Certificate as of the 23rd day of March, 1999.

CANTONMENT THREE, INC.
A Florida Corporation
SOLE GENERAL PARTNER

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

Exhibit "A"

FIRST AMENDMENT TO COTTAGE HILL, LTD.
AMENDED AND RESTATED AGREEMENT AND
CERTIFICATE OF LIMITED PARTNERSHIP

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THIS AGREEMENT, made and entered into as of the first day of February, 1999, by and among Escambia Construction Company, Inc. as withdrawing general partner (the "Withdrawing General Partner") and Monument Pointe Limited Partnership (the "Investment Limited Partner"), and Cantonment Three, Inc., a Florida corporation, as the new substitute general partner (the "Substitute General Partner"), is entered into in connection with a purchase and sale agreement for general partner interests between Flynn Development Corporation and Escambia Construction Company, Inc.

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WITNESSETH

WHEREAS, Cottage Hill, Ltd. (the "Partnership") was formed as Florida limited partnership pursuant to an Agreement of Limited Partnership dated September 18, 1986 which was filed with the Secretary of State of the State of Florida on October 31, 1986; and

WHEREAS, an amendment to the Agreement of Limited Partnership was filed with the Secretary of State of the State of Florida on May 26, 1987; and

WHEREAS, the Cottage Hill, Ltd. Amended and Restated Agreement and Certificate of Limited Partnership (the "Partnership Agreement") which restated the terms of the Partnership was executed as of June 1, 1988, and filed with the Secretary of State of the State of Florida on June 30, 1988; and

WHEREAS, the parties hereto wish to enter into this first amendment to the Partnership Agreement (the "Amendment") for the following purposes: (i) having Escambia Construction Company, Inc. withdraw as general partner; (ii) having Cantonment Three, Inc. admitted as the new and sole general partner; (iii) having Escambia Construction Company, Inc. admitted as a Special Limited Partner; (iv) reapportioning the ownership interest in the Partnership as hereinafter set forth; 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) Article I, Defined Terms, shall be amended by replacing the definition of "Special Limited Partner" with the following:

"Special Limited Partner" means Escambia Construction Company, Inc., its successors or assigns."

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(2) Section 2.2(a) shall be amended by striking the first sentence of Section 2.2(a) and replacing it as follows:

“The principal office of the Partnership shall be 516 Lakeview Road, Unit 8, Clearwater, FL 33756-3302.”

(3) Section 2.2(b) shall be amended by substituting the following individual and address:

“Thomas F. Flynn
516 Lakeview Road, Unit 8
Clearwater Florida, 33756-3302.”

(4) Section 4.5(b) shall be deleted from the Partnership Agreement:

(5) Section 7.5 shall be deleted from the Partnership Agreement.

(6) Section 10.1(a) shall be amended by deleting all of the existing subsection and replacing it as follows:

“Subject to Section 10.4 hereof, all profits, losses and tax credits incurred or accrued on or after the date of this amendment, other than those arising from a Capital Transaction, shall be allocated 99% to the Investment Limited Partner, 0.01% to the Special Limited Partner, and 0.99% to the General Partner.”

(7) Section 10.01(b), as it relates to profits, shall be amended by deleting the third paragraph and replacing it as follows:

“Third, the balance, if any, of such profits shall be allocated, 70% to the Investment Limited Partner, 25% to the Special Limited Partner, and 5% to the General Partner.”

(8) Section 10.01(b), as it relates to losses, shall be amended by deleting the second paragraph and replacing it as follows:

“Second, the balance, if any, of such losses, shall be allocated 100% to the Special Limited Partner.”

(9) Section 10.2(a) shall be amended by revising the allocations found therein to:

“99% to the Investment Limited Partner, 0.01% to the Special Limited Partner and 0.99% to the General Partner.”

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(10) Article XI shall be amended by inserting the following at the end thereof:

“Notwithstanding anything to the contrary contained in this Article or elsewhere in this Amendment or in the Partnership Agreement, the General Partner shall have the sole right to appoint the management agent and management company for the Apartment Complex, subject to approval by FmHA and the Investment Limited Partner or when the Apartment Complex is not subject to FmHA regulation, in accordance with a reasonable and competitive fee agreement subject to the approval of the Investment Limited Partner. The management agent or management company may be an affiliate of the General Partner.”

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(11) Schedule A is amended as follows:

“COTTAGE HILL, LTD.

Schedule A

As of
February 1, 1999

General Partner

Capital Contribution

CANTONMENT THREE, INC.
516 Lakeview Road, Unit 8
Clearwater, Florida 33756

\$10

Investment
Limited Partner

Capital Contribution

Monument Pointe
Limited Partnership
c/o Boston Capital
Partners, Inc.
One Boston Place
Suite 2100
Boston, Massachusetts 02108

\$265,031

Special Limited Partner

Escambia Construction Company, Inc.
P.O. Box 3256
Pensacola, Florida 32516”

Capital Contribution

\$56,750”

or

(12) Section 6.4 shall be amended by substituting “Cantonment Three Inc.” for “Escambia Construction Company, Inc.” as the Tax Matters Partner for the Partnership.

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

(14) 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.

(15) By signing this Amendment, all parties below hereby consent to the withdrawal of Escambia Construction Company, Inc. as general partner as the admission of Cantonment Three, Inc. as the new sole general partner of the Partnership.

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

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CANTONMENT THREE, INC., a Florida corporation

ATTEST:

J. McHugh

By:

Thomas F. Flynn
Thomas F. Flynn, President

ESCAMBIA CONSTRUCTION COMPANY, INC., a Florida corporation

ATTEST:

Marsela J. Blanton

By:

Michael A. Blanton
Michael A. Blanton, President

ATTEST:

Patricia Harker

INVESTMENT LIMITED PARTNER:

MONUMENT POINTE LIMITED PARTNERSHIP
a Massachusetts limited partnership

By: Boston Capital Associates Limited Partnership, its General Partner

By: Boston Capital Associates, its general partner

By: [Signature]
a general partner

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STATE OF FLORIDA

: SS

COUNTY OF PINELLAS

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On this 17th of ^{March} ~~February~~, 1999, before me, the undersigned, a Notary Public of said state, duly commission and sworn, personally appeared before me Thomas F. Flynn as President of Cantonment Three, Inc., who is personally known to me to be the individual executing delivery of the foregoing instrument. He acknowledged to me that he executed and delivered the same in his individual capacity and as President of Cantonment Three, Inc. 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

My Commission Expires: January 31, 2001



Carol Hildebrandt
My Commission CC596337
Expires January 31 2001

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STATE OF FLORIDA

COUNTY OF Escambia

: SS

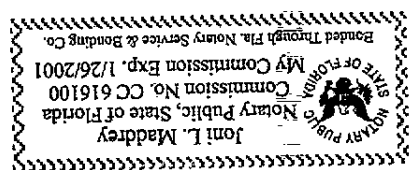
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On this 15 of ~~February~~ ^{MAR}, 1999, before me, the undersigned, a Notary Public of said state, duly commission and sworn, personally appeared before me Michael A. Blanton, as President of Escambia Construction Company, who is personally known to me ~~or produced~~ as identification, who executed and delivered the foregoing instrument and he acknowledged to me that he executed and delivered the same as President of the Withdrawing General Partner of the Partnership and for purposes contained herein.

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

Joni L. Maddey
NOTARY PUBLIC

My Commission Expires: _____



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STATE OF Massachusetts

: ss

COUNTY OF Suffolk

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On this 22nd ^{March} of February, 1999, before me, the undersigned, a Notary Public of said state, duly commission and sworn, personally appeared before me John P. Mann, as general partner of Boston Capital Associates, as general partner of Boston Capital Associates Limited Partnership, as general partner of Monument Pointe Limited Partnership, the Investment Limited Partner, who is personally known to me ~~or produced~~ as identification, who executed and delivered the foregoing instrument and he acknowledged to me that he executed and delivered the same as representative of the Investment Limited Partner of the Partnership and for purposes contained herein.

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

Patricia E. Tyan
NOTARY PUBLIC

My Commission Expires November 13, 2000

My Commission Expires: _____

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