

ROGERS, TOWER, BAILEY, JONES, GAY

106 South Monroe

(Address)

Tallahassee, FL 32301 222-7200

(City, State, Zip)

(Phone #)

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52.50

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****157.50 ****\$2.50

OFFICE USE ONLY

FILED STATES
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 FEB 28 PM 3:28

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

1. Marsh Landing Bath Club, Ltd. A26820

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

☒ Walk in ☒ Pick up time 2/28

☐ Mail out

☒ Will wait

☐ Photocopy

G. TAX

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52.50

R. AGENT FEE

C. COPY

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TOTAL

N. BANK

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IF FINE

☐ Certified Copy

☐ Certificate of Status

OK 2/28/97

NEW FILINGS
☐ Profit
☐ NonProfit
☐ 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
☐ Name Reservation

REGISTRATION/ QUALIFICATION
☐ Foreign
☐ Limited Partnership
☐ Reinstatement

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**MARSH LANDING BATH CLUB, LTD.
THIRD AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP**

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DIVISION OF CORPORATIONS
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The undersigned, Ponte Vedra Lodge, Inc., a Florida corporation, and the sole remaining General Partner of Marsh Landing Bath Club, Ltd., a Florida limited partnership (the "Limited Partnership") formed pursuant to the Florida Revised Uniform Limited Partnership Act (1986), Part I, Chapter 620, Florida Statutes, (the "Act") does hereby execute this Second Amended and Restated Certificate of Limited Partnership pursuant to the provisions of Section 620.109 of the Act.

The original Certificate of Limited Partnership (as amended and/or restated from time to time, the "Certificate") for the Limited Partnership was filed by the Florida Secretary of State on July 29, 1988. The Certificate was amended and restated in its entirety by an amended and restated certificate of limited partnership filed by the Florida Secretary of State on September 2, 1988. The Certificate was thereafter amended pursuant to an amendment filed by the Florida Secretary of State on August 8, 1989. The Certificate was thereafter amended and restated in its entirety by an amended and restated certificate of limited partnership filed by the Florida Secretary of State on December 24, 1992. The Certificate is hereby amended and restated so that, from and after the date hereof, it shall read in its entirety as hereinafter provided.

1. **Name.** The name of the Limited Partnership is as follows:

MARSH LANDING BATH CLUB, LTD.

2. **Address.** The principal place of business (and the address of the office at which the records prescribed by Section 620.106 of the Act shall be kept) and the mailing address for the Limited Partnership are as follows:

9540 San Jose Boulevard
Jacksonville, Florida 32257

3. **Registered Agent.** The name and address of: (i) the agent for service of process, required to be maintained by Section 620.105 of the Act, and (ii) the registered agent and registered office, required to be maintained by Section 620.192 of the Act, for the Limited Partnership is as follows:

P. Jeremy Smith, Jr.
9540 San Jose Boulevard
Jacksonville, Florida 32257

4. **General Partner.** The name and business address of the general partner of the Limited Partnership are as follows:

Ponte Vedra Lodge, Inc.
9540 San Jose Boulevard
Jacksonville, Florida 32257

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STATE OF FLORIDA
SECRETARY OF CORPORATIONS
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5. **Termination.** The latest date upon which the Limited Partnership is to dissolve is August 31, 2028.

6. **Capital Contributions.** An affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners is attached hereto.

7. **Withdrawal of Certain General Partners.** Fletcher Land Corporation and Coronavest, Inc. each formerly being general partners of the Limited Partnership, hereby join in the execution of this Second Amended and Restated Certificate of Limited Partnership solely for the purpose of evidencing their withdrawal as general partners of the Partnership.

WHEREFORE, this Third Amended and Restated Certificate has been executed by the general partner of the Limited Partnership in accordance with Section 620.114 of the Act this 28 day of February 1997.

GENERAL PARTNERS:

PONTE VEDRA LODGE, INC.

By: 

P. Jeremy Smith, Jr.
Its President

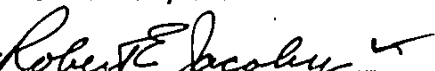
WITHDRAWING GENERAL PARTNERS:

FLETCHER LAND CORPORATION

By: 

Jerome S. Fletcher
Its President

CORONAVEST, INC.

By: 

Robert E. Jacoby
Its Chairman

Attest: 

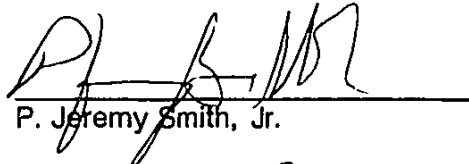
Secretary

MARSH LANDING BATH CLUB, LTD.

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND AGENT FOR SERVICE OF PROCESS**

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The undersigned, having been designated the Agent for Service of Process pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of **MARSH LANDING BATH CLUB, LTD.**, a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Section 620.105 and 620.192, Florida Statutes.


P. Jeremy Smith, Jr.

Dated: February 28, 1997

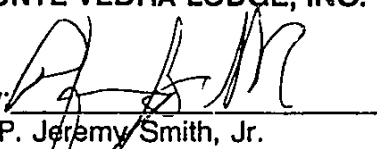
AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

The undersigned, being the general partner of MARSH LANDING BATH CLUB, LTD., a limited partnership formed under the Florida Revised Uniform Limited Partnership Act (1986), Part 1, Chapter 620, Florida Statutes (the "Act"), after being duly sworn hereby declares pursuant to Section 620.108 of the Act, as follows:

1. That the undersigned is the general partner of MARSH LANDING BATH CLUB, LTD., a Florida limited partnership (the "Limited Partnership").
2. That the capital contributions of the limited partners of the Limited Partnership and the amount anticipated to be contributed by the limited partners of the Limited Partnership at the present time is \$1,864,100.00.
3. That this Affidavit is being given pursuant to the requirements of Section 620.108 of the Act.

Dated: February 28, 1997

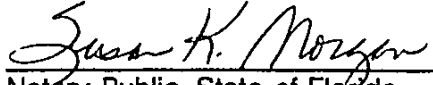
PONTE VEDRA LODGE, INC.

By: 

P. Jeremy Smith, Jr.
Its President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 28 day of February, 1997, by P. Jeremy Smith, Jr., the President of Ponte Vedra Lodge, Inc., a Florida corporation, on behalf of the Corporation. Mr. Smith is known to me or has produced his Florida driver's license as identification.


Notary Public, State of Florida

Print Name: Susan K. Morgan
My Commission Expires: APR 4, 1997
My Commission Number: CO.278842

