

A30775

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

GOLF COMMUNITIES OF AMERICA

98 FEB -6 AM 9:36

255 S. Orange Ave., Suite 1515 • Orlando, FL 32801 • Phone: (407) 245-7557 Fax: (407) 245-7585

Via Certified Mail

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

January 16, 1998

RE: **Montverde Property, Ltd.**

000002405530--3  
-01/20/98--01146--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Enclosed please find our Certificate of Amendment to the Certificate of Limited Partnership of Montverde Property, Ltd. wherein a new General Partner is designated.

Also enclosed is our check, # 1998, in the amount of \$52.50, representing the filing fee.

Please return the filed Amendment Certificate, and direct any questions to: M. L. Stanchina at the above referenced address.

Thank you for your assistance.

Sincerely,



M.L. Stanchina  
Secretary

MLS/mem

Enclosure

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A30775

KWM

  
**GOLF COMMUNITIES OF AMERICA**

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DIVISION OF CORPORATIONS

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255 S. Orange Ave., Suite 1515 • Orlando, FL 32801 • Phone: (407) 245-7557 Fax: (407) 245-7585

February 3, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Attn.: Kathy Mitchell

Re: Montverde Property, Ltd.  
Reference # A30775

Pursuant to our phone conversation earlier today, enclosed please find for filing:

- 1) Certificate of Amendment, changing the General Partner (payment of \$ 52.50 being held by your department).
- 2) Partnership Annual Report (with check for \$541.25).

These were previously returned to me with some questions about whether it was intended to replace the previous General Partners, with a new sole corporate General Partner. This is indeed the case.

Thank you for your assistance with this matter.

Sincerely,  
Montverde Property, Ltd.



M. L. Stanchina  
Corporate Secretary of General Partner

  
**GOLF COMMUNITIES OF AMERICA**

255 S. Orange Ave., Suite 1515 • Orlando, FL 32801 • Phone: (407) 245-7557 Fax: (407) 245-7585

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SECRETARY OF STATE  
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Via Certified Mail

Florida Dept. of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

January 16, 1998

RE: **Montverde Property, Ltd.**  
File A 94 000 000 316

Enclosed please find our partnership annual report. This is being re-submitted along with the requested changes/documentation which should be processed before the annual report.

We apologize for this confusion. Please contact the undersigned should you have any further questions.

Thank you for your assistance.

Sincerely,



M.L. Stanchina  
Secretary

MLS/mem

Enclosure



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 FEB -6 AM 9:36

January 28, 1998

GOLF COMMUNITIES OF AMERICA  
ATTN: M. L. STANCHINA  
255 S. ORANGE AE., STE. 1515  
ORLANDO, FL 32801

SUBJECT: MONTVERDE PROPERTY, LTD.  
Ref. Number: A30775

We have received your document for MONTVERDE PROPERTY, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed annual report or reinstatement must be filed and the appropriate fee submitted before your document can be filed.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Section 620.114, Florida Statutes, requires each new general partner to sign the document.

Are you changing partners or just adding a new general partner? If you are going to delete the other general partners, please include this information in the amendment.

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) 487-6967.

Kenny Manning  
Corporate Specialist

Letter Number: 098A00004843



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

98 FEB -6 AM 9:36

January 8, 1998

MONTVERDE PROPERTY, LTD.  
255 S. ORANGE AVE., SUITE 1515  
ORLANDO, FL 32801

SUBJECT: MONTVERDE PROPERTY, LTD.  
Ref. Number: A30775

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The registered agent must sign accepting the designation.

Attached is a computer printout for your partnership which shows the general partner(s) according to our records. Your annual report must list the same partners as shown on the printout. To change the partner(s), an amendment must be filed and the appropriate filing fee submitted in accordance with chapter 620, Florida Statutes.

If we have had no written response within 60 days of this letter, we will consider your document abandoned.

*Corrected and  
Re-Sent*

*1/14/98*

CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
MONTVERDE PROPERTY, LTD.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 FEB -6 AM 9:36

The undersigned, Robert A. Davis, Wolfgang Düren and Warren J. Stanchina, collectively, as General Partner of **MONTVERDE PROPERTY, LTD.** (the "Partnership"), hereby files this Certificate of Amendment to its Certificate of Limited Partnership first filed by the Partnership on November 5, 1990, under Document #A30775 with the Florida Secretary of State.

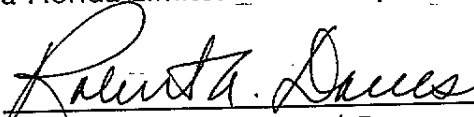
1. The name of the limited partnership is: **MONTVERDE PROPERTY, LTD.**
2. The Certificate of Partnership is amended to change the General Partner of the Partnership, as follows:

The name and address of the <sup>replacement</sup> <sub>sole</sub> General Partner of the Partnership is:

**U.S. GOLF (MONTVERDE), INC. - P95000068026**  
255 South Orange Avenue, Suite 1515  
Orlando, Florida 32801

IN WITNESS WHEREOF, this Certificate of Amendment has been executed, effective as of August 29, 1997.

**MONTVERDE PROPERTY, LTD.,**  
a Florida Limited Partnership

  
Robert A. Davis, General Partner

  
Wolfgang Düren, General Partner

  
Warren J. Stanchina, General Partner

STATE OF FLORIDA  
COUNTY OF ORANGE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Sworn to and subscribed before me this 17<sup>th</sup> day of November, 1997 by Robert A. Davis, 36  
as General Partner of **MONTVERDE PROPERTY, LTD.**, a Florida limited partnership.

*Karen K. Mathis*

Signature of Notary Public - State of Florida



KAREN K MATHIS  
My Commission CC375021  
Expires May. 27, 1998  
Bonded by HAI  
800-422-1555

Print, type or stamp commissioned name of Notary

Personally known ☒ OR

Produced Identification ☐

Type of Identification Produced:

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to and subscribed before me this 17<sup>th</sup> day of November, 1997 by Wolfgang Düren,  
as General Partner of **MONTVERDE PROPERTY, LTD.**, a Florida limited partnership.

*Karen K. Mathis*

Signature of Notary Public - State of Florida



KAREN K MATHIS  
My Commission CC375021  
Expires May. 27, 1998  
Bonded by HAI  
800-422-1555

Print, type or stamp commissioned name of Notary

Personally known ☒ OR

Produced Identification ☐

Type of Identification Produced:

STATE OF FLORIDA  
COUNTY OF ORANGE

Sworn to and subscribed before me this 17<sup>th</sup> day of November, 1997 by Warren J. Stanchina,  
as General Partner of **MONTVERDE PROPERTY, LTD.**, a Florida limited partnership.

*Karen K. Mathis*

Signature of Notary Public - State of Florida



KAREN K MATHIS  
My Commission CC375021  
Expires May. 27, 1998  
Bonded by HAI  
800-422-1555

Print, type or stamp commissioned name of Notary

Personally known ☒ OR

Produced Identification ☐

Type of Identification Produced:

**ASSIGNMENT OF GENERAL PARTNERSHIP  
INTEREST IN MONTVERDE PROPERTY, LTD.  
FROM ROBERT DAVIS, WOLFGANG DÜREN AND WARREN STANCHINA  
TO U.S. GOLF (MONTVERDE), INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 FEB -6 AM 9:36

**KNOW ALL MEN BY THESE PRESENTS: ROBERT DAVIS, WOLFGANG DÜREN AND WARREN STANCHINA** (together the "Assignor"), 255 South Orange Avenue, Suite 1515, Orlando, Florida 32801, for and in consideration of the amount of Ten Dollars (\$10.00) and other good and valuable consideration, received from and in behalf of U.S. Golf (Montverde), Inc., a Florida corporation formerly known as **Golf Communities USA, Inc.** (the "Assignee"), 255 South Orange Avenue, Suite 1515, Orlando, Florida 32801, does hereby:

1. Assign, convey, sell and transfer to the Assignee their collective one percent (1%) interest as a General Partner in MONTVERDE PROPERTY, LTD., a Florida limited partnership (the "Limited Partnership"), which Limited Partnership was formed under that certain Limited Partnership Agreement dated October 31, 1990 (the "Limited Partnership Agreement"), by and between the Assignor. Following such assignment the Assignor will have no interest in the Limited Partnership as a General Partner and the Assignee will have a one percent (1%) interest in the Limited Partnership as a General Partner.

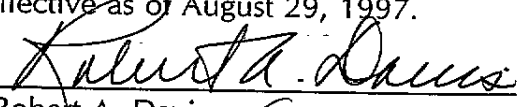
2. Agree that the Assignor shall execute such additional or further documents as may be necessary from time to time to carry out the purposes of this Assignment.

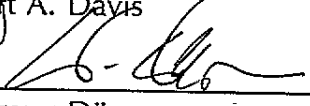
The undersigned, being the collective General Partner in the Limited Partnership do hereby join in the Assignment for the purpose of:

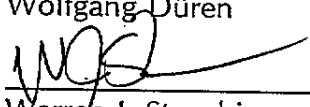
1. Consenting to the above-referenced Assignment.
2. Acknowledging and agreeing that the Assignee has been substituted as a General Partner in the Limited Partnership for the Assignor.
3. —Resigning as General Partner of Montverde Property, Ltd.

This assignment shall be effective as of the date set forth below.

**IN WITNESS WHEREOF**, the undersigned have caused this Consent and Assignment of General Partnership Interest to be executed, effective as of August 29, 1997.

  
Robert A. Davis

  
Wolfgang Düren

  
Warren J. Stanchina

**ACCEPTANCE OF ASSIGNMENT**

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SECRETARY OF STATE  
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The undersigned, being the Assignee described above, does hereby accept the foregoing Assignment effective as of August 29, 1997.

U.S. GOLF (MONTVERDE), INC.  
(f/k/a Golf Communities USA, Inc.)

By:   
Warren J. Stanchina  
President

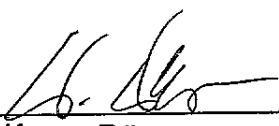
**CONSENT TO ASSIGNMENT BY THE LIMITED PARTNERS**

The undersigned, being the Limited Partners holding not less than Seventy-Five percent (75%) of the units of partnership interest held by Limited Partners do hereby join in the Assignment for the purpose of:

1. Consenting to the above-referenced Assignment.
2. Acknowledging and agreeing that the Assignee has been substituted as a General Partner in the Limited Partnership for the Assignor.

Dated effective as of August 29, 1997.

MONTVERDE INVESTMENT GROUP, LTD.

By:   
Wolfgang Düren  
General Partner