

ORA Kuen

A0000000849

S.T.M. P.O. Lto. Partnership

Requestor's Name

P.O. Box 291425

Address

Port Orange, Fl. 32129

City/State/Zip

Phone #

904-760-2026

Office Use Only

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

1. S.T.M. P.O. Lto Partnership  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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☒ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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
	Trademark
	Other

6

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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RECEIVED

My 1/26

Examiner's Initials

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01 JAN 26 PM 2:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND**  
**AMENDED AND RESTATED**  
**LIMITED PARTNERSHIP AGREEMENT**

It being acknowledged that S.T.M.P.O. Limited Partnership, by and through Aaron Engle, of Port Orange, Florida (General Partner One); Aaron Engle, of Port Orange Florida, as Nominee Trustee (General Partner Two); Aaron Engle, of Port Orange, Florida, as Nominee Trustee (General Partner Three); and Saint Mary's P.O., Inc., a Florida Corporation with offices at Daytona Beach, Florida, as Nominee Trustee (General Partner Four), together acting as General Partners (hereinafter referred to as the "General Partners"); Aaron Engle, Aaron Engle, as Nominee Trustee, and Aaron Engle, as Nominee Trustee, as Class I Limited Partners, (being referred to herein collectively as the "Class I Limited Partners", and individually as a "Class I Limited Partner"); Saint Mary's P.O., Inc., a Florida Corporation with offices at Daytona Beach, Florida, as Nominee Trustee, as Class II Limited Partner, ("Class II Limited Partner"); and Louis Ferris, as Trustee of the Louis John Ferris III Trust; and Louis Ferris, as Trustee of the Angelina Louise Ferris Trust, as Class III Limited Partners, (being referred to hereinafter collectively as the "Class III Limited Partners" and individually as a "Class III Limited Partner") hereby consent to the following amendments to the Amendment to Certificate of Limited Partnership and Amended and Restated Limited Partnership Agreement:

1. The following paragraphs of Section 8.12 of the Amendment to Certificate of Limited Partnership and Amended and Restated Limited Partnership Agreement filed with the Florida Secretary of State on January 9, 2001, shall replace and supersede the paragraphs contained therein:

5. (y) Maintain itself in good standing and/or qualified to do business in its State of organization and the State where the Premises are located.

6. At least one general partner of the LP shall be Saint Mary's P.O., Inc., which shall hold a 0.5% or greater partnership interest ("SPE General Partner"), and which shall comply with all of the criteria described in Sections 1-5 hereof and with the following:

a. The SPE General Partner is required to continue serving in the capacity of a General Partner of the LP and own at least a 0.5% interest in the LP, so long as the Loan is outstanding.

b. The unanimous consent of all general partners is required for the LP to:

(i) File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;

(ii) Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the LP or a substantial portion of its properties;

(iii) Make any assignment for the benefit of the LP's creditors; or

(iv) Take any action in furtherance of any of the foregoing.

c. The LP is prohibited from amending the provisions specified herein without the consent of the Lender, or, after the securitization of the Loan only if the LP receives (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the Lender or its assigns.

7. Upon the dissociation or withdrawal of the SPE General Partner from the LP, the LP must (i) appoint a replacement SPE General Partner which satisfies all of the requirements of Section 6 of these Additional Provisions, (ii) deliver an acceptable non-consolidation opinion to the holder of the Loan and to any applicable rating agency concerning, as applicable, the LP, the new SPE general partner, and its owners, and (iii) obtain confirmation from the applicable rating agencies that the change in the SPE General Partner will not result in a qualification, withdrawal or downgrade of any securities rating.

8. If any general partner of the LP is not a Special Purpose Entity, then the LP shall continue its existence (and not dissolve) for so long as a solvent general partner exists.

9. If there is a death, dissolution or other "termination event" of one or more general partners and at least one general partner remains, the LP shall not dissolve.

10. The unanimous consent of all general partners (including that of the SPE General Partner(s), which will in turn require the vote of an Independent Director) for the LP to:

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SECRETARY OF STATE

a. File or consent to the filing of any bankruptcy, insolvency or reorganization case or proceeding; institute any proceedings under any applicable insolvency law or otherwise seek any relief under any laws relating to the relief from debts or the protection of debtors generally;

b. Seek or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator, custodian or any similar official for the LP or a substantial portion of its properties;

c. Make any assignment for the benefit of the LP's creditors; or

d. Take any action in furtherance of any of the foregoing.

11. The LP is prohibited from amending the provisions specified in paragraphs 1-11 herein without the consent of the Lender, or, after the securitization of the Loan only if the LP receives (i) confirmation from each of the applicable rating agencies that such amendment would not result in the qualification, withdrawal or downgrade of any securities rating and (ii) approval of such amendment by the Lender or its assigns.

2. The undersigned General Partners and Limited Partners hereby reconfirm the validity and effectiveness of all the terms of the Amendment to Certificate of Limited Partnership and Amended and Restated Limited Partnership Agreement filed January 9, 2001, other than those specifically changed by this Second Amendment to Certificate of Limited Partnership and Amended and Restated Limited Partnership Agreement.

IN WITNESS WHEREOF, this Agreement is executed and effective as of the 25<sup>th</sup> day of January, 2001.

IN THE PRESENCE OF:

GENERAL PARTNER ONE

[Signature]  
witness

By: [Signature]  
Aaron Engle, individually

STATE OF FLORIDA  
COUNTY OF VOLUSIA, SS.

At Port Orange, Florida, this 25<sup>th</sup> day of January, 2001, personally appeared Aaron Engle, and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed.

Before me

[Signature]  
Notary Public

My Commission Expires: \_\_\_\_\_



IN THE PRESENCE OF:

Debra Johnson  
witness

GENERAL PARTNER TWO

By: Aaron Engle  
Aaron Engle, as Nominee Trustee

STATE OF FLORIDA  
COUNTY OF VOLUSIA, SS.

At Port Orange, Florida, this 25<sup>th</sup> day of January, 2001, personally appeared Aaron Engle, as Nominee Trustee, and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed, and the free act and deed of the Nominee Trust.



Before me

Glenn A. Martin  
Notary Public

My Commission Expires: \_\_\_\_\_

IN THE PRESENCE OF:

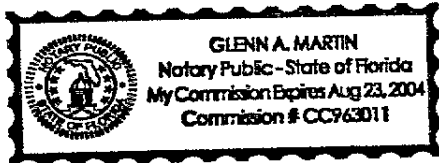
Debra Johnson  
witness

GENERAL PARTNER THREE

By: Aaron Engle  
Aaron Engle, as Nominee Trustee

STATE OF FLORIDA  
COUNTY OF VOLUSIA, SS.

At Port Orange, Florida, this 25<sup>th</sup> day of January, 2001, personally appeared Aaron Engle, as Nominee Trustee, and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed, and the free act and deed of the Nominee Trust.



Before me

Glenn A. Martin  
Notary Public

My Commission Expires: \_\_\_\_\_

IN THE PRESENCE OF:

Debra Johnson  
witness

GENERAL PARTNER FOUR

By: Louis Ferris  
Saint Mary's P.O., Inc., by  
Louis Ferris, its duly authorized agent  
as Nominee Trustee

STATE OF FLORIDA  
COUNTY OF VOLUSIA, SS.

At Port Orange, Florida, this \_\_\_\_ day of January, 2001, personally appeared Louis Ferris, Nominee Trustee, as duly authorized Agent of St. Mary's P.O., Inc., and he

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TALLAHASSEE, FLORIDA

acknowledged this instrument, by him sealed and subscribed, to be his free act and deed, and the free act and deed of Saint Mary's P.O., Inc.

Before me

Notary Public

My Commission Expires:

IN THE PRESENCE OF:

CLASS I LIMITED PARTNER

Donna H. Heston  
witness

By:

Aaron Engle  
Aaron Engle, individually

STATE OF FLORIDA  
COUNTY OF VOLUSIA, SS.

At Port Orange, Florida, this 25<sup>th</sup> day of January, 2001, personally appeared Aaron Engle, and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed.



Before me

Notary Public

My Commission Expires:

IN THE PRESENCE OF:

CLASS II LIMITED PARTNER

Debra Johnson  
witness

By:

Saint Mary's P.O., Inc., by Louis Ferris  
Its duly authorized agent as Nominee  
Trustee

STATE OF FLORIDA  
COUNTY OF VOLUSIA, SS.

At Port Orange, Florida, this \_\_\_\_ day of January, 2001, personally appeared Louis Ferris, Nominee Trustee, as duly authorized Agent of St. Mary's P.O., Inc., and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed, and the free act and deed of Saint Mary's P.O., Inc.

Before me

Notary Public

My Commission Expires:

Gene R Steves

My Commission CC884971

Expires August 31, 2001

2-31-01

IN THE PRESENCE OF:

Debra Johnson  
Witness

CLASS III LIMITED PARTNER

By: [Signature]

Louis Ferris, Trustee of the Louis John  
Ferris, III Trust

STATE OF FLORIDA  
COUNTY OF VOLUSIA, SS.

At Port Orange, Florida, this \_\_\_\_ day of January, 2001, personally appeared Louis Ferris, Trustee of the Louis John Ferris, III Trust, and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed, and the free act and deed of the Louis John Ferris, III Trust.

Before me

[Signature]  
Notary Public

My Commission Expires: 8-31-01

IN THE PRESENCE OF:

Debra Johnson  
Witness

CLASS III LIMITED PARTNER

By: [Signature]

Louis Ferris, Trustee of the Angelina  
Louise Ferris Trust

STATE OF FLORIDA  
COUNTY OF VOLUSIA, SS.

At Port Orange, Florida, this \_\_\_\_ day of January, 2001, personally appeared Louis Ferris, Trustee of the Angelina Louise Ferris Trust, and he acknowledged this instrument, by him sealed and subscribed, to be his free act and deed, and the free act and deed of the Angelina Louise Ferris Trust.

Before me

[Signature]  
Notary Public

My Commission Expires: 8-30-01

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