

7/6/2017

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Division of Corporations

Florida Department of State
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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
RIVERSIDE AVENUE PARTNERS, LTD.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$52.50

**SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED
PARTNERSHIP
OF
RIVERSIDE AVENUE PARTNERS, LTD.**

Riverside Avenue Partners, Ltd., a Florida limited partnership (the "Partnership") was formed by filing a Certificate of Limited Partnership with the Florida Department of State on November 10, 2004 (the "Original Certificate"). On July 26, 2007, the Partnership amended and restated the Original Certificate by filing that certain Amended and Restated Certificate of Limited Partnership of Riverside Avenue Partners, Ltd., with the Florida Department of State on July 26, 2007 (the "Original Amended and Restated Certificate"). Pursuant to the provisions of Section 620.1202 of the Florida Revised Uniform Limited Partnership Act (the "Act"), the Partnership hereby amends and restates the Amended and Restated Certificate in its entirety to provide as hereinafter set forth. This Second Amended and Restated Certificate (the "Certificate") is being duly executed and filed by the undersigned for the purpose of amending and restating the Original Amended and Restated Certificate and modifying the Original Amended and Restated Certificate.

ARTICLE 1: PARTNERSHIP NAME

The name of the limited partnership hereby formed under the Act is:

Riverside Avenue Partners, Ltd.

ARTICLE 2: PRINCIPLE OFFICE

The address of the principal office of the Partnership is:

Riverside Avenue Partners, Ltd.
806 Riverside Avenue
Suite 1000
Jacksonville, FL 32204

ARTICLE 3: REGISTERED AGENT

The name and address of the Partnership's Registered Agent is:

Paul J. Lunetta
806 Riverside Avenue
Suite 1000
Jacksonville, FL 32204

Having been named as registered agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 620, Florida Statutes.



Registered Agent's Signature
(Paul J. Lunetta)

ARTICLE 4: MAILING ADDRESS

The mailing address of the Partnership is:

Riverside Avenue Partners, Ltd.
806 Riverside Avenue
P.O. Box 2286
Jacksonville, FL 32204

ARTICLE 5: PARTNERSHIP DISSOLUTION DATE

The latest date upon which the Partnership is to dissolve is: December 31, 2054

ARTICLE 6: GENERAL PARTNER

The name and address of the sole general partner of the Partnership is:

Riverside Avenue Partners GP, Inc.
806 Riverside Avenue
Suite 1000
Jacksonville, FL 32204



ARTICLE 7: PURPOSE

The Partnership's business and purpose shall consist solely of the acquisition, ownership, financing, operation and maintenance of the real estate project commonly known as the Everbank Building located in Jacksonville, Florida (the "Property") and activities incidental thereto.

ARTICLE 8: SINGLE PURPOSE ENTITY/SEPARATENESS

The Partnership is subject in all respects to the single-purpose-entity covenants set forth in the limited partnership agreement of the Partnership.

IN WITNESS WHEREOF, under penalties of perjury, signed this 3rd day of July, 2017.

FORMER GENERAL PARTNER: RAP Property Management, Inc. By:  Name: M. C. Harden III Title: President	NEW GENERAL PARTNER: Riverside Avenue Partners GP, Inc. By:  Name: M. C. Harden III Title: President
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(Signature Page to 2nd A/R Certificate of Limited Partnership)

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NOTARY PUBLIC
STATE OF CALIFORNIA