

A040000001998

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TALLAHASSEE, FLORIDA

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GRAY|ROBINSON
ATTORNEYS AT LAW

SUITE 600
301 SOUTH BRONOUGH ST. (32301)
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189
TEL 850-222-7717
TEL 850-577-9090
FAX 850-222-3494
FAX 850-577-3311
gray-robinson.com

CLERMONT
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December 29, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

EFFECTIVE DATE
12/31/04

Via Hand Delivery

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF LIMITED PARTNERSHIP**, along with a check in the amount of **\$105.00** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** for the following entity:

LISENBY, LTD

Document Number: A04000001998

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Sincerely,

Jennifer Kobetitsch
Jennifer Kobetitsch
Office Administrator

JCK
Enclosures

EFFECTIVE DATE
12/31/04

FIRST AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
LISENBY, LTD.

FILED
04 DEC 29 PM 12:38
SEALING STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 620.109, *Florida Statutes*, the undersigned hereby amends and restates the Certificate of Limited Partnership of LISENBY, LTD. (the "Partnership"), a Florida limited partnership formed under Chapter 620, *Florida Statutes*, on or about December 16, 2004, as follows:

ARTICLE I - NAME

The name of the Partnership is: LISENBY, LTD.

ARTICLE II - PURPOSES

The purposes for which the Partnership is organized are:

In particular, to operate for the exclusive benefit of the Partnership's general partner for its tax exempt purposes.

In general, and in furtherance thereof, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Partnership to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Partnership.

The purposes for which this Partnership is organized shall be limited to those which are strictly charitable. In no event shall this Partnership engage in any activity which would be contrary to the purposes and activities: (i) permitted to be engaged in by any organization the activities of which are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (collectively, the "Code"); or (ii) of a any entity, contributions to which are deductible under Section 170(c)(2) of the Code.

The Partnership shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Partnership

participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Partnership engage in subversive activities.

The Partnership shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation or other remuneration shall be paid to any partner, officer, manager, creator or organizer of the Partnership or substantial contributor to it, as such, except as a reasonable allowance for services actually rendered to or for the Partnership, or as a reimbursement for reasonable expenses incurred in support of the Partnership.

The Partnership is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Partnership shall have all the powers granted to limited partnerships under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Partnership is organized. In no event, however, shall the Partnership have or exercise any power which would cause its general partner not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Code; nor shall the Partnership engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Partnership shall inure to the benefit of any private individual.

ARTICLE IV - GENERAL PARTNER

W 9800002174

The name and address of the general partner of the partnership is Community Supports, Inc., a Florida not for profit corporation, whose address is 1095 West Morse Boulevard, Winter Park, Florida 32789.

ARTICLE V - TERM OF EXISTENCE

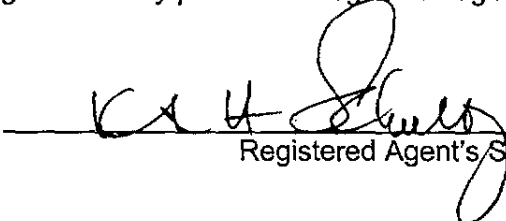
The Partnership shall exist until December 31, 2054.

ARTICLE VI- REGISTERED OFFICE AND AGENT

The name of the Partnership's registered agent and the street address of the Partnership's registered office are as follows:

Kenneth H. Schultz
1095 West Morse Boulevard
Winter Park, Florida 32789

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 Florida Statutes.


Registered Agent's Signature

ARTICLE VII - PARTNERSHIP'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of the Partnership shall be:

1095 West Morse Boulevard
Winter Park, Florida 32789

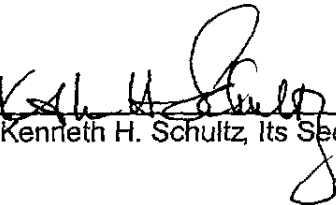
ARTICLE VIII - EFFECTIVE DATE AND TIME

This Amended and Restated Certificate of Limited Partnership shall be effective as of 11:59 p.m. EST on December 31, 2004 (the "Effective Date and Time").

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, COMMUNITY SUPPORTS, INC., the General Partner of the Partnership as of the Effective Date and Time, hereby executes this Amended and Restated Certificate of Limited Partnership of LISEBY, LTD., as of the 31st day of December, 2004.

COMMUNITY SUPPORTS, INC., a Florida not for profit corporation

By: 
Kenneth H. Schultz, Its Secretary