

A05861

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

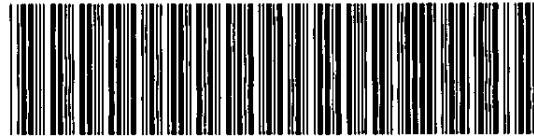
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000274422760

09/08/15--01004--008 **52.50

RECEIVED
DEPARTMENT OF REVENUE
15 SEP - 8 AM 10:46
TO A KNOWLEDGE
SUFFICIENCY OF FILING

FILED
2015 SEP - 8 A 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 09 2015

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: 9-8-15

- ☐ CERTIFIED COPY _____
- ☒ PHOTOCOPY _____
- ☐ CUS _____
- ☒ FILING Amend _____

1. Cove Club Investors, Ltd
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

FILED
2015 SEP -8 A 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS:

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP

OF

COVE CLUB INVESTORS, LTD.

THE UNDERSIGNED, desiring to amend and restate the provisions of its Certificate of Limited Partnership which are in effect and operative as result of there having heretofore been filed with the Department of State a Certificate of Limited Partnership filed in the office of the Secretary of State of Florida on July 13, 1977, and thirteen prior amendments thereto, do hereby further amend and restate its Certificate of Limited Partnership as follows:

1. The name of the partnership is: COVE CLUB INVESTORS, LTD.
2. The business to be conducted by the partnership shall be the acquisition, ownership, leasing, and/or sale of the real and personal property formerly known as Sandalfoot Country Club and presently known as Boca Dunes Golf and Country Club, 1400 Country Club Drive, Boca Raton, Florida 33428.
3. The principal place of business of the partnership is 1400 Country Club Drive, Boca Raton, Florida 33428.
4. The name and place of business of the sole General Partner and the names and places of residence/principal place of business of the Limited Partners are as follows:

General Partner:

COVE GENERAL, INC.
1400 Country Club Drive
Boca Raton, FL 33428

Limited Partners:

CHARLOTTE T. WEAVER, as Trustee of the
CHARLOTTE T. WEAVER LIVING TRUST
dated May 3, 1997
c/o Stefanie Jackson, 5002 Glen Rose Court,
Tallahassee, FL 32309

DAVID D. WELCH as Trustee of the
DAVID D. WELCH Revocable Trust U/A/D April 25, 2013
2651 N. E. 23rd Street
Pompano Beach, FL 33062

CHRIS SOVA
1400 Country Club Drive
Boca Raton, FL 33428

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2015 SEP -8 A 10:24

FILED

5. The term of the partnership began on July 13, 1977, and shall continue to exist for a perpetual duration unless sooner terminated by the happening of any one of the following events: the withdrawal, removal, assignment for the benefit of creditors, or the bankruptcy of the general partner (unless the Partnership is continued as provided in the Amended Agreement of Limited Partnership of Cove Club Investors, Ltd. dated September 15, 1977); the sale or other disposition of all or substantially all of the Partnership assets; the agreement of all the Partners.

6. The cash and agreed value of other property contributed by each partner is listed below. For the purpose of this paragraph, the following definitions shall apply:

(A) "Other property" shall mean the real property and improvements known as the Boca Dunes Golf and Country Club formerly known as Sandalfoot Cove Golf and Country Club, comprised of the real property and all improvements and personal property located at 1400 Country Club Drive, Boca Raton, FL 33428, and other lands subject to certain encumbrances all as further described in the Amended Agreement of Limited Partnership; and

(B) "Value" shall mean fair market value net of all liabilities attributable to said property.

The other property indicated to have been contributed by named partners includes interests therein originally contributed by former Limited Partners who have since assigned their interest to the named partners.

CASH

<u>NAME:</u>	<u>AMOUNT</u>
CHARLOTTE T. WEAVER, as Trustee of the CHARLOTTE T. WEAVER LIVING TRUST dated May 3, 1997	\$500.00
DAVID D. WELCH as Trustee of the DAVID D. WELCH Revocable Trust U/A/D April 25, 2013	\$200.00

OTHER PROPERTY

<u>NAME</u>	<u>AMOUNT OF "OTHER PROPERTY"</u>	<u>VALUE</u>
CHARLOTTE T. WEAVER, as Trustee of the CHARLOTTE T. WEAVER LIVING TRUST dated May 3, 1997	77% of an undivided 52% interest (valued at \$154,000) and 47.556% of an undivided 48% interest (valued at \$251,094)	\$405,094

FILED
2015 SEP - 8 A 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID D. WELCH as Trustee of the DAVID D. WELCH Revocable Trust U/A/D April 25, 2013	20.5% of an undivided 52% interest (valued at \$41,000) and 46.064% of an undivided 48% interest (valued at \$243,215)	\$284,215
CHRIS SOVA	2.5% of an undivided 52% interest (valued at \$5,000) and 6.380% of an undivided 48% interest (valued at \$33,691)	\$ 38,691

No other property has been contributed to the partnership by the Limited Partners, and the Limited Partners have not agreed to make additional contributions to the Partnership.

7. The contribution of each limited partner shall be returned upon termination of the partnership and may be returned upon the mortgaging, refinancing or additional financing of any mortgage on any substantial part or all of the partnership property.

8. The share of the profits the General Partner and each Limited Partner shall receive by reason of such partners' contribution are:

<u>NAME:</u>	<u>PERCENTAGE</u>
COVE GENERAL, INC. (General Partner)	.65%
CHARLOTTE T. WEAVER, as Trustee of the CHARLOTTE T. WEAVER LIVING TRUST dated May 3, 1997 (Limited Partner)	60.07%
DAVID D. WELCH as Trustee of the DAVID D. WELCH Revocable Trust U/A/D April 25, 2013 (Limited Partner)	31.22%
CHRIS SOVA (Limited Partner)	8.06%

9. Upon the withdrawal, removal, assignment for the benefit of creditors, or the bankruptcy of the general partner, the business of the partnership may continue to be carried on as provided in the Amended Agreement of Limited Partnership of Cove Club Investors, Ltd. dated September 15, 1977.

FILED
 2015 SEP - 8 A 10:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Limited Partnership on the date set forth below.

GENERAL PARTNER

COVE GENERAL, INC.

Date: August 24, 2015

BY

David D. Welch
DAVID D. WELCH, Its President

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, this day, personally appeared DAVID D. WELCH, the President of COVE GENERAL, INC., a Florida corporation, who, being duly sworn, deposes and says that he executed the foregoing Amended and Restated Certificate of Limited Partnership of COVE CLUB INVESTORS, LTD. and that the statements therein are true and correct to the best of his knowledge.

Deponent:

David D. Welch
DAVID D. WELCH

SWORN AND SUBSCRIBED TO by DAVID D. WELCH, who is personally known to me to be the person who executed the above and foregoing instrument and to whom I administered an oath upon his personal appearance before me, this 24th day of AUGUST, 2015.

Linda Jo Brooks
NOTARY PUBLIC, STATE OF FLORIDA

Printed Name:

Commission No.:

My Commission Expires



FILED

2015 SEP -8 A 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA