

A05861

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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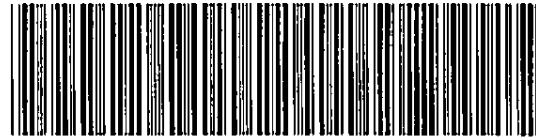
(Business Entity Name)

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18 JAN 19 PM 2:49
TALLAHASSEE, FLORIDA
CLERK OF COURT

JAN 22 2016

Y SULKER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2017

DAVID D WELCH, ESQ
1400 SW 65TH AVENUE
BOCA RATON, FL 33428

SUBJECT: COVE CLUB INVESTORS, LTD.
Ref. Number: A05861

We have received your document for COVE CLUB INVESTORS, LTD. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a GP, but your entity is a LTD. Please complete and return the enclosed blank form(s).

We are enclosing the proper form(s) with instructions for your convenience.

There is a balance due of \$27.50.

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) 245-6051.

Yasemin Y Sulker
Regulatory Specialist II

Letter Number: 017A00025648

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COVE CLUB INVESTORS, LTD.

Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

DAVID D. WELCH, ESQ.

Contact Person

DAVID D. WELCH LAW OFFICES

Firm/Company

2211 NE 36TH STREET, SUITE 203

Address

LIGHTHOUSE POINT, FL 33064

City, State and Zip Code

DDW123@BELLSOUTH.NET

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LINDA BROOKS

at (561) 465-5892

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$52.50 Filing Fee

☐ \$61.25 Filing Fee
and Certificate of
Status

☐ \$105.00 Filing Fee
and Certified Copy

☐ \$113.75 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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 fourteen 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

MELANIE W. CARR, STEFANIE W.
JACKSON and THOMAS KEYS, as Trustees of the
CHARLOTTE WEAVER IRREVOCABLE FAMILY
TRUST dated November 28, 2016
c/o Stefanie Jackson
5002 Glen Rose Court
Tallahassee, FL 32309

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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

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	12.782% of an undivided 52% interest (valued at \$25,564.00) and 7.894% of an undivided 48% interest (valued at \$41,682.00)	\$67,246.00
MELANIE W. CARR, STEFANIE W. JACKSON and THOMAS KEYS, as Trustees of the CHARLOTTE WEAVER IRREVOCABLE FAMILY TRUST dated November 28, 2016	64.218% of an undivided 52% interest (valued at \$128,436.00) and 39.662% of an undivided 48% interest (valued at \$209,412.00)	\$337,848.00
DAVID D. WELCH as Trustee of the DAVID D. WELCH REVOCABLE TRUST dated April 25, 2013	20.5% of an undivided 52% interest (valued at \$41,000.00) and 46.064% of an undivided 48% interest (valued at \$243,215.00)	\$284,215.00
CHRIS SOVA	2.5% of an undivided 52% interest (valued at \$5,000.00) and 6.380% of an undivided 48% interest (valued at \$33,691.00)	\$ 38,691.00

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)	9.96%

MELANIE W. CARR, STEFANIE W. JACKSON and THOMAS KEYS, as Trustees of the CHARLOTTE WEAVER IRREVOCABLE FAMILY TRUST dated November 28, 2016 (Limited Partner) 50.11%

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.

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

GENERAL PARTNER

COVE GENERAL, INC.
a Florida corporation

Effective Date: December 15, 2016

BY David D. Welch
DAVID D. WELCH, Its President

LIMITED PARTNERS:

CHARLOTTE T. WEAVER LIVING TRUST
DATED MAY 3, 1997

BY Charlotte T. Weaver
CHARLOTTE T. WEAVER, Trustee

[Signature]
Witness
[Signature]
Witness

[Signature continue on next page]

CHARLOTTE WEAVER IRREVOCABLE FAMILY
TRUST DATED NOVEMBER 28, 2016

BY Melanie D. Carr
MELANIE W. CARR, Trustee

Patty C. Telford
Witness

Paula Sen. Smith
Witness

Q. R. D.
Witness

Austin B. Smith
Witness

Thomas Keys
Witness

James J. Keys
Witness

BY Stephanie W. Jackson
STEPHANIE W. JACKSON, Trustee
f

BY Thomas Keys
THOMAS KEYS, Trustee

DAVID D. WELCH REVOCABLE TRUST
DATED APRIL 25, 2013

BY David D. Welch
DAVID D. WELCH, Trustee

Linda J. Brooks
Witness

Paul B. Ayers
Witness

Linda J. Brooks
Witness

Paul B. Ayers
Witness

Chris Sova
CHRIS SOVA

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CLERK OF DISTRICT COURT
HALL COUNTY, FLORIDA