

A05882

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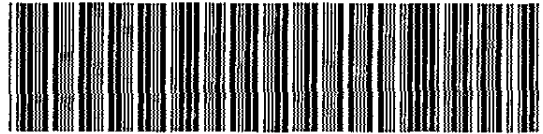
(Business Entity Name)

(Document Number)

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DIVISION OF CORP CREATION

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TALLAHASSEE, FLORIDA

BK

Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

(850) 878-4734  
Kathi or Brent

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

1. Landover - Leesburg, Ltd A05882  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 10/13/03

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*p/s stp.  
er pg.*

☐ Mail Out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LANDURA-LEESBURG, LTD.**

03 OCT 13 PM 4:27  
FILED  
HALLANDALE BEACH, FLORIDA

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate was filed with the Florida Department of State on the 27<sup>th</sup> day of July, 1977 as further amended by that certain **Amended and Restated Certificate and Agreement of Limited Partnership** dated June 29, 1978 and filed with the Secretary of State of the State of Florida on June 30, 1978, and that certain **Amendment to Certificate of Limited Partnership** dated January 1, 2000, and filed with the Secretary of State of the State of Florida on January 3, 2000; adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

1. The General Partner's name and address is as follows:

**Windemere RRH, LLC**  
516 Lakeview Road, Unit 8  
Clearwater, Florida 33756

L03000025957

2. The remainder of the Partnership's Certificate, as amended, remains in full force and effect.
3. The Second Amendment to the Amended and Restated Agreement of Limited Partnership pursuant to Exhibit A is attached hereto.

**IN WITNESS WHEREOF**, the undersigned has executed this Amendment to Certificate as to the 1<sup>st</sup> day of October, 2003.

By: **Windemere RRH, LLC**  
A Florida Limited Company  
SOLE GENERAL PARTNER

By:   
Thomas F. Flynn, Manager

**SECOND AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE AND  
AGREEMENT OF LIMITED PARTNERSHIP FOR  
LANDURA-LEESBURG, LTD.**

FILED  
OCT 13 PM 4:21  
TALLAHASSEE, FLORIDA

**THIS SECOND AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP FOR LANDURA-LEESBURG, LTD.** ("Amendment"), is made and entered into effective as of the 1<sup>st</sup> day of October, 2003, by and among **THOMAS F. FLYNN**, as withdrawing General Partner (the "Withdrawing General Partner"), **MICHAEL EPHRON, LEONARD HULTGREN, ALAN D. PESKY, RICHARD ROTH, SAM SCALI and MARVIN SLOVES**, as the Limited Partners (collectively, the "Limited Partners"), and **WINDEMERE RRII, LLC**, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

**WITNESSETH:**

**WHEREAS, LANDURA-LEESBURG, LTD.** (the "Partnership") was formed as a Florida limited partnership pursuant to an Agreement and Certificate of Limited Partnership dated July 21, 1977 which was filed with the Secretary of State of the State of Florida on July 27, 1977 (the "Original Agreement"); and

**WHEREAS,** the Original Agreement was amended by that certain **Amended and Restated Certificate and Agreement of Limited Partnership** dated June 29, 1978 and filed with the Secretary of State of the State of Florida on June 30, 1978, and that certain **Amendment to Certificate of Limited Partnership** dated January 1, 2000, and filed with the Secretary of State of the State of Florida on January 3, 2000 (the Original Agreement, as amended, is hereinafter collectively referred to as the "Partnership Agreement"); and

**WHEREAS,** the Withdrawing General Partner is transferring a portion of his right, title and interest as the General Partner in the Partnership to the Substitute General Partner and is converting the remainder of his interest into the interest of a Special Limited Partner, as of the effective date hereof; and

**WHEREAS,** the parties hereto wish to enter into this Amendment for the purposes of setting forth each party's consent to all of the following: (i) having Thomas F. Flynn transfer a portion of his interest in the Partnership to the Substitute General Partner; (ii) having Thomas F. Flynn withdraw as an individual General Partner; (iii) having Windemere RRII, LLC admitted as the new and sole General Partner; (iv) converting Thomas F. Flynn to a Special Limited Partner; and (v) amending the Partnership Agreement as set forth below.

(All references to sections below shall be to the Partnership Agreement):

**NOW, THEREFORE, IT IS HEREBY AGREED** and the Partnership Agreement is hereby amended and superseded as follows:

(1) Section 1.2, Principal Place of Business, and the reference to the Partnership's place of business in Section 13.1 shall be amended by replacing the designation of the principal place of business of the Partnership with:

*516 Lakeview Road, Unit 8  
Clearwater, Florida 33756-3302*

(2) Section 1.3(a) shall be amended to provide that the name and address of the General Partner is as follows:

*Windemere RRH, LLC  
516 Lakeview Road, Unit 8  
Clearwater, Florida 33756-*

(3) Section 2.11 shall be amended and restated as follows:

*"General Partner means Windemere RRH, LLC (as the successor to Thomas F. Flynn), or other Person or Persons that succeed it in that capacity."*

(4) Upon his withdrawal as the General Partner, Thomas F. Flynn is transferring three-tenths (0.3) of his General Partner Unit to the Substitute General Partner and the remaining portion of Thomas F. Flynn's interest in the Partnership represented by the remaining seven-tenths (0.7) of such General Partner Unit is hereby converted into the interest of a Special Limited Partner, and Thomas F. Flynn shall be treated as a Special Limited Partner under Section 8.2 of the Partnership Agreement with respect to such retained interest. The names and addresses of the Partners and their respective Units in the Partnership are set forth on Schedule "A" attached hereto and made a part hereof by reference, and Section 3.1 is hereby amended in accordance therewith.

(5) All capitalized terms used herein and not defined shall have the meaning given to them in the Partnership Agreement.

(6) In all other respects the Partnership Agreement is hereby ratified and confirmed by the undersigned parties. By executing this Amendment below, all the undersigned parties do give their consents and approvals to all matters contained herein and in the Partnership Agreement and the Amendment for which consent and approval is required under the terms of the Partnership Agreement.

(7) By signing this Amendment, all parties below hereby consent to the simultaneous transfer of a portion of Thomas F. Flynn's interest in the Partnership to the Substitute General Partner, the withdrawal of Thomas F. Flynn as an individual General Partner, the conversion of Thomas F. Flynn to a Special Limited Partner, and the admission of Windemere RRH, LLC as the new sole General Partner of the Partnership, all as described herein, and the other amendments to the Partnership Agreement set forth herein.

**IN WITNESS WHEREOF**, the parties have subscribed and sworn to this agreement as of the date first written above.

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03 OCT 13 PM 4:27  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

SUBSTITUTE GENERAL PARTNER:

WINDEMERE RRH, LLC,  
a Florida limited liability company

ATTEST:

By: Linda Sadler  
Print Name: LINDA SADLER

By: Thomas F. Flynn  
Thomas F. Flynn, Manager

WITNESSES:

Linda Sadler  
Print Name: LINDA SADLER  
Nancy R. Poling  
Print Name: NANCY R. POLING

WITHDRAWING GENERAL PARTNER:

Thomas F. Flynn  
THOMAS F. FLYNN

STATE OF FLORIDA  
COUNTY OF PINELLAS

On this 1<sup>st</sup> day of October, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Thomas F. Flynn**, both individually and as Manager of **Windemere RRH, LLC**, who is personally known to me to be the individual executing delivery of the foregoing instrument and acknowledged to me that he executed and delivered the same both individually as the Withdrawing General Partner and as Manager of **Windemere RRH, LLC**, as Substitute General Partner of the Partnership, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Carol Hildebrandt  
Notary Public  
Print Name: Carol Hildebrandt  
Commission No: CC988525  
My Commission Expires:

Limited Partners' Signature Pages and Notary Acknowledgments Follow



Carol Hildebrandt  
Commission # CC988525  
Expires Jan. 31, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

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03 OCT 13 PM 4:27  
SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

LIMITED PARTNER:

Michael Ephron  
MICHAEL EPHRON

Print Name: Michael Ephron

Print Name: \_\_\_\_\_

STATE OF NEW YORK  
COUNTY OF NEW YORK

On this 5<sup>th</sup> day of AUGUST, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Michael Ephron**, a Limited Partner, who is personally known to me or produced N.Y. DRIVERS LICENSE as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Robert Gunn

Notary Public  
Print Name: ROBERT GUNN  
Commission No: No. 4932821  
My Commission Expires Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires 8/1/06

*Limited Partners' Signature Pages and Notary Acknowledgments Follow*

LIMITED PARTNER:

Margaret G. Brown  
Print Name: Margaret G. Brown

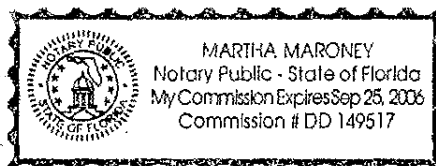
Leonard Hultgren  
LEONARD HULTGREN

Cara P. Rocchetta  
Print Name: Cara P. Rocchetta

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 5 day of August, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Leonard Hultgren**, a Limited Partner, who is personally known to me or produced \_\_\_\_\_ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.



Martha Maroney  
Notary Public  
Print Name: Martha Maroney  
Commission No: DD 149517  
My Commission Expires: 9/25/06

*Limited Partners' Signature Pages and Notary Acknowledgments Follow*

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TALLAHASSEE, FLORIDA



03 SEP 13 PM 4:27  
TALLAHASSEE, FLORIDA

LIMITED PARTNER:

ALAN D. PESKY  
Print Name: \_\_\_\_\_

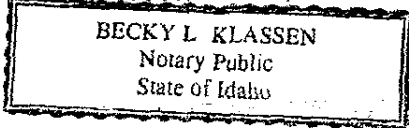
[Signature]  
ALAN D. PESKY

\_\_\_\_\_  
Print Name: \_\_\_\_\_

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

On this 4 day of Sept., 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, Alan D. Pesky, a Limited Partner, who is personally known to me or produced \_\_\_\_\_ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.



[Signature]  
Notary Public  
Print Name: BECKY KLASSEN  
Commission No: N/A  
My Commission Expires: 11/16/07

*Limited Partners' Signature Pages and Notary Acknowledgments Follow*

LIMITED PARTNER:

Print Name: Richard Roth

RICHARD ROTH

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JENNIFER A. BROWN, CLERK  
TALLAHASSEE, FLORIDA

Print Name: \_\_\_\_\_

STATE OF NEW YORK  
COUNTY OF NEW YORK

On this 8th day of SEPT, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Richard Roth**, Limited Partner, who is personally known to me or produced Richard Roth as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Craig Wexler 9/2/03  
Notary Public

Print Name: CRAIG WEXLER  
Commission No: Notary Public, State of New York  
No. 01WE6071493  
My Commission Expires Notarified in New York County  
Commission Expires March 18, 2006

*Limited Partners' Signature Pages and Notary Acknowledgments Follow*

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SEAL OF THE STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

LIMITED PARTNER:

Print Name: SAM SCALI

a/k/a SAMUEL M. SCALI  
Print Name: \_\_\_\_\_

STATE OF NEW YORK  
COUNTY OF QUEENS

On this 3<sup>rd</sup> day of September, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, Sam Scali, a Limited Partner, who is personally known to me or produced Doc. No. NY # 913094 733 as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Charlene Glenn

Notary Public **CHARLENE GLENN**  
Print Name: **Notary Public State of New York**  
Commission No: **No. 01GL5059760**  
My Commission Expires: **Qualified in Queens County**  
**Commission Expires May 6, 2006**

*Limited Partner's Signature Page and Notary Acknowledgment Follows*

LIMITED PARTNER:

Marvin Sloves

Print Name: \_\_\_\_\_

MARVIN SLOVES

Print Name: \_\_\_\_\_

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TALLAHASSEE  
STATE OF FLORIDA

STATE OF New York  
COUNTY OF New York

On this 24th day of September, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Marvin Sloves**, a Limited Partner, who is personally known to me or produced \_\_\_\_\_ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Limited Partner, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Maria E. Lopez

Notary Public

Print Name: MARIA E. LOPEZ

Commission No: \_\_\_\_\_

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

**MARIA E. LOPEZ**  
Notary Public, State of New York  
No. 01LO4669593  
Qualified in Richmond County  
Commission Expires Jan. 31, 2007

# SCHEDULE "A"

## GENERAL PARTNER:

## GENERAL PARTNER UNITS

Windemere RRH, LLC  
516 Lake View Road, Unit 8  
Clearwater, FL 33756-3301

0.30

## LIMITED PARTNERS:

## LIMITED PARTNER UNITS

Michael Ephron  
c/o Ephron, Papizion, Ephron  
18 East 41<sup>st</sup> St., #1806  
New York, NY 10017

3.00

Leonard Hultgren  
12386 Coconut Row  
Palm Beach Gardens, FL 33410

5.50

Alan D. Pesky  
437 Madison Ave., 34<sup>th</sup> Floor  
New York, NY 10022

5.50

Richard Roth  
73 Cross Bridge Road  
Chappaqua, NY 10514

2.00

Sam Scali  
17705 Croydon Road  
Jamaica Estates, NY 11432

5.50

Marvin Sloves  
P.O. Box 50  
North Salem, NY 10560

5.50

## SPECIAL LIMITED PARTNERS:

## CONVERTED GENERAL PARTNER UNITS

Thomas F. Flynn  
516 Lake View Road, Unit 8  
Clearwater, FL 33756-3301

0.70

Richard J. Bjelland  
888 Wilson Street  
Woodburn, OR 97071

1.00

Roger B. Midura  
1761 Breakers West Boulevard  
West Palm Beach, FL 33411

1.00

**Total Limited Partner Units:**

**27.00**

**Total General Partner and Converted General Partner Units:**

**3.00**

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