

A06881

The Law Office of Suzanne C. Quiñonez, P.A.

2747 BLANDING BLVD., SUITE 104, MIDDLEBURG, FL
P.O. BOX 130, MIDDLEBURG, FL 32050-0130

May 8, 1998

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314
ATTENTION: CERTIFICATION SECTION

400002520924--4

-05/12/98-01098-001
***112.50 ***112.50

RE: HICKORY KNOLL APARTMENTS, LTD

Dear Mrs. Thompson:

Enclosed please find a check in the amount of \$112.50, which is \$60.00 for the filing of amendment to the certificate of limited partnership and \$52.50 for a certified copy of the amendment.

Please send the certified copy of the amendment to me at the address listed below, *by Express Mail (postage enclosed)*

If you have any questions, please do not hesitate to call.

Sincerely,

Suzanne C. Quiñonez
Suzanne C. Quiñonez

FILED
88 MAY 18 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	
Document Examiner	DCC
Reviewer	DCC
Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

FF \$52.50
CC 52.50
OP 10.00

A06881

904-282-6022 TELEPHONE
904-282-6076 FAX



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1998

SUZANNE C. QUINONEZ, P.A.
2747 BLANDING BLVD., SUITE 104
MIDDLEBURG, FL 32050-0130

SUBJECT: HICKORY KNOLL APARTMENTS, LTD.
Ref. Number: A06881

We have received your document for HICKORY KNOLL APARTMENTS, LTD. and your check(s) totaling \$112.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include the date of filing of its original certificate of limited partnership. Our records reflect the original certificate was filed on October 23, 1978. Please amend your document accordingly.

You must listed the address of the general partner within the amendment.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 798A00026516

**AMENDMENT AND CORRECTION TO THE CERTIFICATE
OF LIMITED PARTNERSHIP OF
HICKORY KNOLL APARTMENTS, LTD.
Partnership Number: 06881**

This Amendment and Correction To The Certificate of Limited Partnership of Hickory Knoll Apartments, Ltd. is filed pursuant to Section 620.109, Florida Statutes, and the Hickory Knoll Apartments, Ltd. Partnership Agreement and shall be effective at the time of its filing with the Secretary of the State of Florida. The original Certificate of Limited Partnership was filed on October 23, 1978.

The Affidavit and Certificate of Amendment of the Certificate of Limited Partnership of Hickory Knoll Apartments, Ltd. filed with the Secretary of the State of Florida on April 14, 1998 shall be null and void. The amendment filed on April 14, 1998 was done contrary to the Hickory Knoll Apartments, Ltd. Partnership Agreement and without the consent of the general partners. In said affidavit, W. Harold Parham purported to sign said affidavit on behalf of HighCo, Inc. However, W. Harold Parham does not have the power or authority to sign any documents on behalf of HighCo., Inc. Further, the limited partners attempted to admit a new general partner, without authority and contrary to said partnership agreement.

The Amendment to Certificate of Limited Partnership, filed on September 20, 1994 is hereby corrected to indicate that there are three general partners. It was erroneous to state that the last remaining partner had died. Although the grantor of the Walter J. Edgar Cowart Trust and James Edgar Cowart Trust have passed away, the trusts to which the interests are held remain intact and the interests held by the trusts as general partner continue, uninterrupted regardless of the deaths of the grantors of those trusts. In other words, the statement in the September 20, 1994 amendment that the HighCo, Inc. was admitted as a new general partner because of the death of the last surviving general partner is erroneous and incorrect. The Walter J. Cowart Trust and the James Edgar Cowart Trust have been general partners since 1984 and remain general partners despite the deaths of the grantors and a change in the Trustees. The interests held by the general partners are:

693188000186 Walter J. Cowart Trust 18.5%
1329-5 South Lane Ave., Jacksonville, FL 32295
693187000130 James Edgar Cowart Trust 17.5%
3851 Ortega Blvd. Jacksonville, FL 32210
366039 HighCo, Inc. 1.0%
3851 Ortega Blvd. Jacksonville, FL 32210

HighCo, Inc. shall act as the general managing partner, and have the authority and power set forth in the Hickory Knoll Apartments, Ltd. Partnership Agreement. The names and interests held by the limited partners are:

Walter J. Cowart Trust	9.0%
James Edgar Cowart Trust	9.0%
Frank Wetzel, Jr.	13.5%
W. Harold Parham	9.0%

FILED
98 MAY 18 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Louis C. Murray	9.0%
William W. Thompson	9.0%
Benny B. Johnson	4.5%

In all other respects, other than to nullify the Affidavit and Certificate of Amendment of the Certificate of Limited Partnership of Hickory Knoll Apartments, Ltd. filed April 14, 1998 and the correction to the Amendment to Certificate of Limited Partnership filed September 20, 1994, the rights, the duties, obligations, and terms of the Certificate of Limited Partnership shall remain in full force and effect, and are hereby ratified and confirmed. Pursuant to the Hickory Knoll Apartments, Ltd. Partnership Agreement, the limited partners irrevocably appointed the general partners to make, execute, consent to, and acknowledge, record and file amendments or modifications of the Certificate of Limited Partnership.

The general partners of Hickory Knoll Apartments, Ltd. have signed, sealed and delivered this Amendment and Correction to Certificate of Limited Partnership of Hickory Knoll Apartments, Ltd. in the presence of:

Mallory Kutz
Witness

Barbara R. Grooms
Barbara R. Grooms, Co-Trustee
of the Walter J. Cowart Trust

Witness

Nicole Cerullo as to
Barbara
Grooms
Witness

Linda C. Johnson, Co-Trustee
of the Walter J. Cowart Trust

Witness

Nicole Cerullo
Witness
Paula K. Kutz
Witness

Gail C. Middleton
Gail C. Middleton, Co-Trustee of the
James Edgar Cowart Trust

Witness

Nicole Cerullo
Witness
Benny B. Johnson
Witness

E. Conrad Cowart
E. Conrad Cowart, Co-Trustee of the
James Edgar Cowart Trust

98 MAY 18 PM 3:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Louis C. Murray	9.0%
William W. Thompson	9.0%
Benny B. Johnson	4.5%

In all other respects, other than to nullify the Affidavit and Certificate of Amendment of the Certificate of Limited Partnership of Hickory Knoll Apartments, Ltd. filed April 14, 1998 and the correction to the Amendment to Certificate of Limited Partnership filed September 20, 1994, the rights, the duties, obligations, and terms of the Certificate of Limited Partnership shall remain in full force and effect, and are hereby ratified and confirmed. Pursuant to the Hickory Knoll Apartments, Ltd. Partnership Agreement, the limited partners irrevocably appointed the general partners to make, execute, consent to, and acknowledge, record and file amendments or modifications of the Certificate of Limited Partnership.

The general partners of Hickory Knoll Apartments, Ltd. have signed, sealed and delivered this Amendment and Correction to Certificate of Limited Partnership of Hickory Knoll Apartments, Ltd. in the presence of:

Witness

Witness

Witness

Witness

Witness

Witness

Witness

Witness

Barbara Grooms, Co-Trustee
of the Walter J. Cowart Trust

Linda C. Johnson, Co-Trustee
of the Walter J. Cowart Trust

Gail C. Cowart, Co-Trustee of the
James Edgar Cowart Trust

E. Conrad Cowart, Co-Trustee of the
James Edgar Cowart Trust

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 18 PM 3:05

FILED

L. C. McClain
Witness

Jana A. Strapel
Witness

Witness

Witness

Pamela M. McClain
Pamela M. McClain, Co-Trustee of
the James Edgar Cowart Trust

HighCo, Inc.

By: _____
Paulette K. Kurtz, its secretary

FILED

98 MAY 18 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witness

Witness

Nicole A. Corullo
Witness

Henry K. Von
Witness

Pamela M. McClain, Co-Trustee of
the James Edgar Cowart Trust

HighCo, Inc.

By: Paulette K. Kurtz
Paulette K. Kurtz, its secretary

FILED

98 MAY 18 PM 3:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA