

ACCOUNT NO.

072100000032

REFERENCE :

562059

80745A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: December 28, 2001

ORDER TIME : 2:31 PM

ORDER NO. : 562059-010

CUSTOMER NO:

80745A

CUSTOMER: Penny Every, Legal A

Korey, Sweet, Mckinnon Simpson

Suite A

595 West Granada Boulevard Ormond Beach, FL 32174

700004743407--4 -12/31/01--01004--010 ****105.00 ****105.00

DOMESTIC AMENDMENT FILING

NAME:

STONEWOOD APARTMENTS, LTD.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

SN: 17803500 30 NOISIAID

HVIS 40 INTHUTATIO

CONTACT PERSON: Janua Wilson -- EXT# 1155

01 DEC 58 BW 3: 01

EXAMINER'S INITIALS:

RECEIVED

CERTIFICATE OF AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF STONEWOOD APARTMENTS, LTD., A FLORIDA LIMITED PARTNERSHIP

In accordance with Section 620.101 of the Florida Statutes the undersigned, desiring to further amend the Certificate of Limited Partnership and Limited Partnership Agreement (the "Certificate") for the above-named Florida limited partnership (the "Partnership"), hereby certify as follows:

- 1. $\underline{\text{Name}}$. The name of the Partnership is Stonewood Apartments, Ltd.
- 2. Filing of Certificate. The Certificate was filed on January 16, 1979, with the Florida Secretary of State; was amended by Certificate of Amendment to Limited Partnership Agreement filed March 31, 1982; was further amended by Certificate of Amendment to Limited Partnership Agreement filed April 16, 1982; was further amended by Certificate of Correction to Limited Partnership Amendment filed January 12, 1989; was further amended by Amendment to Limited Partnership Certificate, filed April 13, 1989; was further amended by Certificate of Amendment to Change Registered Agent, dated April 6, 1990; was further amended by Certificate of Amendment dated August 29, 1991; was further amended by Certificate of Amendment dated February 12, 1992; and was finally amended by Certificate of Amendment dated February 12, 1992; and was finally amended by Certificate of Amendment dated December 10, 1999.
- 3. Amendment. The Certificate as amended, is hereby amended as follows:
 - a) In accordance with Article VII of the Limited Partnership Agreement as amended, Willis G. Stose, hereby sells, assigns and transfers his interest in the Limited Partnership to Willis G. Stose and Dottie S. Stose Trustees of the Willis G. Stose Revocable Trust Dated December 28, 1992.
 - b) Willis G. Stose hereby withdraws as a limited partner of the partnership.
 - c) Willis G. Stose and Dottie S. Stose Trustees of the Willis G. Stose Revocable Trust Dated December 28, 1992 is hereby substituted as a Limited Partner in place of the withdrawing Limited Partner, Willis G. Stose.
- 4. The foregoing Certificate of Amendment is hereby adopted by all of the members of the Partnership, and has been executed by the General Partner, withdrawing limited partner, the substituted limited partner and by all limited partners. This withdrawal and substitution is effective on the filing of this Certificate of Amendment for record at the office of the Department of State of

the State of Florida, and on such filing the withdrawal of Willis G. Stose, and substitution of Willis G. Stose and Dottie S. Stose Trustees of the Willis G. Stose Revocable Trust Dated December 28, 1992 as a substituted limited partner shall be deemed complete and such filing shall become a provision of the Partnership Agreement and of the Certificate of Limited Partnership.

WITHDRAWING LIMITED PARTNER:

WITNESS our hands and seals this

WILLIS G. STOSE

SUBSTITUTED LIMITED PARTNER:

WILLIS G. STOSE AND DOTTIE S. STOSE, TRUSTEES OF THE WILLIS G. STOSE REVOCABLE TRUST DATED DECEMBER 28, 1992

(O day of

WILLIS G. STOSE, TRUSTEE 1350 Whiteside Mountain Road Highlands, NC 28741

DOTTIE S. STOSE, TRUSTEE 1350 Whiteside Mountain Road Highlands, NC 28741

GENERAL PARTNER:

STONEWOOD OF DUVAL COUNTY, INC.

Thurman Gillespy, Jr., M.D.
President
1075 Mason Avenue
Daytona Beach, FL 32117

2

LIMITED PARTNERS:

Thurman Gillespy, 1075 Mason Avenue

Daytona Beach, FL 32117

Gilbert A. Martin, Jr/,

1075 Mason Avenue

Daytona Beach, FL 32117

P. T. Fleuchaus, D.D.S., M.S.D. 855 Mason Avenue

Daytona Beach, FL 32117

rbets)

Alberta Gillespy 155 Aspenwood Drive

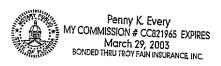
Chagrin Falls, Ohio 44022

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Willis withdrawing Limited Partner and Willis G. Stose and Dottie S. Stose as Trustees of the Substituted Limited Partner, WILLIS G. STOSE AND DOTTIE S. STOSE, TRUSTEES OF THE WILLIS G. STOSE REVOCABLE TRUST DATED DECEMBER 28, 1992, who are personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this (The day of Heren



LIMITED PARTNERS SIGNATURE PAGE CONTINUED:

THE PAUL M. DODD, JR., FAMILY TRUST (restated July 13, 1999) PAUL M. DODD, JR. and HARRIET H. DODD, COTRUSTEES

PAUL M. DODD, JR.J, CO-TRISTI 734 John Anderson Drive

Ormond Beach, FL 32176

HARRIET H. DODD, CO-TRUSTER
734 John Anderson Drive

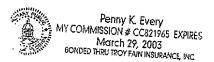
Ormond Beach, FL 32176

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Thurman Gillespy, Jr., M.D., who is personally known to me and who did not take an oatle

named this Off day of Menda, A.D., 2001.



Notary Public

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Paul M. Dodd, Jr. and Harriet H. Dodd, individually and as Co-Trustees of THE PAUL M. DODD, JR. FAMILY TRUST (restated July 13, 1999) who are personally known to me and who did not take an oath.

WITNESS my hand and seal in the County and State above named this day of local, A.D., 2001.

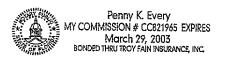
Notary Public

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Gilbert A. Martin, Jr., M.D., who is personally known to me and who did not take an oath.

witness my hand and seal in the County and State above named this the day of the A.D., 2001.



Notary Public

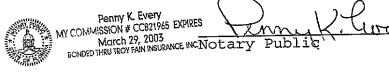
OF DEC 28 PM IN 27

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared P. T. Fleuchaus, D.D.S., M.S.D., who is personally known to me and who did not take an oath.

witness my hand and seal in the County and State above named this day of lower, A.D., 2001.



STATE OF OHIO

COUNTY OF Chychoga

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Alberta Gillespy, who is personally known to me and who did not take an oath.

mamed this 15 day of Decomber , A.D., 2001.

Notary Public