

REFERENCE : 562059 80745A AUTHORIZATION : COST LIMIT : \$ PPD ORDER DATE : December 28, 2001 ORDER TIME : 2:32 PM ORDER NO. : 562059-015 CUSTOMER NO: 80745A	DEC 28 PM W 31
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CUSTOMER NO: 80745A	
CUSTOMER: Penny Every, Legal Asst CUSTOMER: Penny Every, Legal Asst Korey, Sweet, Mckinnon Simpson *****1 CONTROLL SUITE A CONTROLL SUITE AMENDMENT FILING CONTROLL SUITE AMENDMENT FILING	74337 /010100 05.00 **
DOMESTIC AMENDMENT FILING DOMESTIC AMENDMENT FILING	
NAME: WINEWOOD APARTMENTS II, LTD.	DX.
EFFICTIVE DATE:	- 1 T
ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION	

CONTACT PERSON: Janna Wilson -- EXT# 1155 EXAMINER'S INITIALS:

CERTIFICATE OF AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF WINEWOOD APARTMENTS II, 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 Winewood Apartments, II, Ltd.
- 2. Filing of Certificate. The Certificate was filed on September 18, 1979, with the Florida Secretary of State; was amended by Certificate of Amendment to Limited Partnership Agreement filed June 1, 1983; was further amended by Certificate of Amendment to Limited Partnership Agreement filed March 8, 1986; was further amended by Certificate of Amendment to Limited Partnership Agreement filed September 23, 1986; was further amended by Amendment to Limited Partnership Certificate of Winewood Apartments II, Ltd., filed on or about January 13, 1989; was amended by Certificate of Amendment dated April 6, 1990; and was amended by Certificate of Amendment dated April 16, 1991; and was further amended by Certificate of Amendment dated February 12, 1992; was further amended by Certificate of Amendment dated September 17th, 1997; and was finally amended by Certificate of Amendment dated September 17th, 1997; and was finally amended by Certificate of Amendment dated December 10, 1999.
- 3. Amendment. The Certificate as amended, is hereby amended as follows:
 - a) Willis G. Stose. hereby withdraws as a limited partner of the partnership.
 - b) Winewood II, Inc., a Florida corporation, shall continue to be managing general partner of the Partnership.
 - c) The business address of Winewood II, Inc.,a Florida corporation is c/o Thurman Gillespy, Jr., M.D., 1075 Mason Avenue, Daytona Beach, FL 32117
 - d) The name of the Partnership shall continue to be Winewood Apartments II, Ltd.
 - e) The name and address of the Registered Agent and office is Thurman Gillespy, Jr. M.D., 1075 Mason Avenue, Daytona Beach, FL 32117.

- f) Willis G. Stose and Dottie S. Stose Trustees of the Willis G. Stose Revocable Trust Dated December 28, 1992 has acquired the limited partnership units of Willis G. Stose Exhibit A to the Limited Partnership Agreement is amended by substituting the revised Exhibit A, attached hereto and incorporated herein.
- 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.

WITNESS our hands and seals this 26 day of 28

Holen J. Ferrence

WITHDRAWING LIMITED PARTNER

WILLIS G. STOSE

SUBSTITUTED LIMITED PARTNER:

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

WILLIS G. STOSE, TRUSTEE

1350 Whiteside Mountain Road

Highlands, NC 28741

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

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Dany H. Curry Barbaraf Erakit GENERAL PARTNER:

WINEWOOD II, INC.

Thurman Gillespy,

hurman Gillespy, Jz., M.D.

President

1075 Mason Avenue

Daytona Beach, FL 32117

LIMITED PARTNERS:

Zanbara | Ersk

Thurman Gillespy, Jr., M.D. 1075 Mason Avenue

Daytona Beach, FL 32117

Dela RAD. C

Alb

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Alberta Gillespy// 155 Aspenwood Drive Chagrin Falls, Ohio 44022

A. W. Baylor

1760 N. U.S. Highway 1 Ormond Beach, FL 32174

Barbara J. Esp.

Gilbert A. Martin, Jr., M.D.

1075 Mason Avenue

Daytona Beach, FL 32117

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

LIMITED PARTNERS SIGNATURE PAGE CONTINUED:

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

734 John Anderson Drive Ormond Beach

Ormond Beach, FL 32176

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

Ormond Beach, FL 32176

acknowledgements, personally appeared Willis G. Stose, as 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 of day of Normann, A.D., 2001



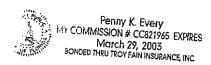
Penny K. Every MY COMMISSION # CC821965 EXPIRES March 29, 2003 BONDED THRU TROY FAIN INSURANCE, INC.

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 oath.

WITNESS my hand and seal in the County and State above named this 10 W day of December, A.D., 2001.



STATE OF Chi

COUNTY OF Buyah

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.

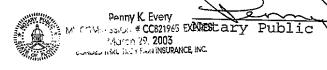
WITNESS my hand and seal in the County and State above named this 15 h day of December, A.D., 2001.

ROBERT H. GILLESPY, Altorney at Law Notary Publ.c. STATE OF OHIO Non-Expiring Commission

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 A. W. Baylor, who is personally known to me and who did not take an oath.

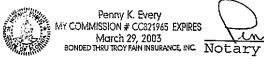
witness my hand and seal in the County and State above named this day of A.D., 2001.



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 is personally known to me and who did not take an oath.

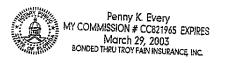
witness my hand and seal in the County and State above named this day of home hand, A.D., 2001.



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 ______, A.D., 2001.



Notary Public

EXHIBIT A

The Limited Partners, their percentage interest in the Limited Partnership Shares, the number of units allocated to each and their contributions are as follows:

Winewood Apartments II, Ltd. INVESTOR LIST

	<u>Percentage</u>	<u>Units</u>
Mr. A. W. Baylor 555 Parque Drive Ormond Beach, FL 32074	5%	4.5
Paul M. Dodd, Jr. Family Trust (rested July 13, 1999) Paul M. Dodd, Jr. and Harriet H. Dodd, Co-Trustees	5%	4.5
Alberta Gillespy 155 Aspenwood Dr. Chagrin Falls, OH 44022	20%	18
Thurman Gillespy, Jr., M.D. 1075 Mason Avenue Daytona Beach, FL 32117	60%	54
Gilbert A. Martin, Jr., M.D. 1075 Mason Avenue Daytona Beach, FL 32117	5%	4.5
Willis G. Stose and Dottie S. Stose, Trustees of the Willis G. Stose Revocable Trust Dated September 28, 1992	5%	4.5
TOTALS	100%	90.0