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(Re	equestor's Name)	
(Ac	ldress)	
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(Ci	ty/State/Zip/Phone	e #)
PICK-UP	☐ WAIT	MAIL
· (Bu	usiness Entity Nar	·
(Do	ocument Number)	· · · · · · · · · · · · · · · · · · ·
Certified Copies	_ Certificates	s of Status
Special Instructions to	Filing Officer:	
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Office Use Only



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2012 DEC 26 周节中56 SECRETARY OF STATES

T. CLINE

DEC 3 1 2012

EXAMINER

COVER LETTER

то:	Registration Division of	Section Corporations			
SUBJ	ECT:	Logge	erhead St. Pete, LL	LP.	
	N	ame of Florida Limited P	artnership or Limited Liabilit	ty Limited Partnersh	ip
The e	nclosed Certif	icate of Amendment	and fee(s) are submitted	for filing.	
Please	e return all con	respondence concern	ing this matter to:		
	T	yson J. Waters, Esc]		
		00			
	Sev	en Kings Holdings,	inc.		
		Firm/Company			
	630 M	aplewood Drive, St	e. 100		
		Address			
	J	upiter, Florida 3345	8		
		City, State and Zip Code			
	ŧ	oill@skholdings.con	n		7s. 29
E		o be used for future annua			
For fu	ırther informa	tion concerning this r	natter, please call:		DEC 26 AJJASSEE
	Tyson	J. Waters	at (<u>561</u>)	625-9443	mber IV
	Name of Cont	act Person	Area Code and Day	time Telephone Nur	mber -
Enclo	sed is a check	for the following am	ount:		
\$52	2.50 Filing Fee	\$61.25 Filing Fee and Certificate of Status	\$105.00 Filing Fee and Certified Copy	\$113.75 Filing Certified Copy, a Certificate of Sta	and
STRI	EET ADDRE	SS:	MAILING	ADDRESS:	
	tration Section		Registration		
	ion of Corpora	ations		Corporations	
	n Building		P. O. Box 63		
	Executive Cer		Tallahassee,	, FL 32314	
i aliai	nassee, FL 32	301			•

Jupiter, FL 33458

561.625.9443

Fax. 561.625.5689

December 20, 2012

via overnight mail

Division of Corporations Florida Department of State Attn: Registration Section Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

Re:

Filing of Certificates of Amendment

To Whom it May Concern:

Please find enclosed Certificates of Amendments, and corresponding filing fees, for Loggerhead St. Pete, LLLP (w/Check Number 0052002698 in the amount of \$113.75). Upon receipt please file the same for each entity.

Included with the attached is a request for a Certified Copy of the Certificate of LLLP, which we have included a pre-printed and paid overnight envelope for you to return the same. If possible, as time is of the essence that we receive the same, to the extent possible if a copy of the Certificate could be emailed (tyson@skholdings.com) or faxed (561-625-5689) it would be greatly appreciated.

Should there be questions or any further information needed, please contact me.

Sincerely,

Tyson J. Waters

Corporate Counsel

Enclosures

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CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF

	St. Pete, LLLP with Florida Department of State
March 28, 2012 , assigned Flor	ate was filed with the Florida Department of State on ida document number A0800000318 ,
adopts the following certificate of amendment to it. This amendment is submitted to amend the following:	ts certificate of limited partnership.
•	mited partnership or limited liability limited partnership
N/A	able and contain an acceptable suffix.
New name must be distinguisha	able and contain an acceptable suffix.
Acceptable Limited Partnership suffixes: Limited Partnershi Acceptable Limited Liability Limited Partnership suffixes: L	
B. If amending mailing address and/or princip principal office address here:	al office address, enter new mailing address and/or
New Principal Office Address: (Must be STREET address)	Z012 DEC
New Mailing Address: (May be post office box)	26 RA 12 SSEE F. 9
C. If amending the registered agent and/or registernew registered agent and/or the new registered office	red office address on our records, enter the name of the address here:
Name of New Registered Agent:	
New Registered Office Address:	Enter Florida street address
	Florida Florida

New Registered Agent's Signature, if changing Registered Agent:

		If Changing Registered Age	If Changing Registered Agent, Signature of New Registered Age	
amending	g the general partner(s), ento	er the name and business addre	ess of each general partner b	
or remov <u>Fitle</u>	ed from our records:	<u>Address</u>	Type of Action	
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(NOTE: If adding or removing" limited liability limited partnership" status, all general partners must sign this amendment.)

SEE ATTACHED			
ffective date, if other than the date ffective date cannot be prior to nor more	of filing:		
ffective date cannot be prior to nor more ate.)	than 90 days after the da	te this document is filed	by the Florida Department of
ignature(s) of a general partner (ar all ganaral nartne	≈ 0★•	
NOTE: Only one current general partne moving a "limited liability limited partne	is required to sign this d ship" election statement.	ocument unless the limit Chapter 620, F.S., requ	ted partnership is adding or pires all general partners to sign
nen adding or removing a "limited liabilit	y limited partnership" ele	otion statement.)	
		K	1
		LOCCEPHENT SI	T. PETE, INC., G.P.
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			,
ignature(s) of all new or dissocia	ting general partner	(s), if any:	
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ignature(s) of all new or dissocia	ting general partner	(s), if any:	SEE PLS
Ç	552.50	(s), if any:	86 FM 12:

AMENDMENT TO THE AGREEMENT OF LIMITED PARTNERSHIP LOGGERHEAD ST. PETE, LLLP

This Amendment ("Amendment") to the Agreement of Limited Partnership ("Agreement"), effective as of the 181 day of December, 2012, by and among Loggerhead St. Pete, Inc., a Florida corporation ("St. Pete Inc."), John C. Solomon II ("Solomon"), Raymond E. Graziotto ("Graziotto") and BF Nautico ("Nautico") evidencing the mutual agreement of the parties to modify that Agreement, for the purposes and upon the terms and conditions hereinafter set forth.

WITNESSETH:

WHEREAS, on or about March 31, 2008, Loggerhead St. Pete, Inc., JC Solomon, Graziotto and Nautico entered into the Agreement creating Loggerhead St. Pete, LLLP, ("Partnership") such that the interests in the Partnership were held as follows:

Loggerhead St. Pete, Inc.	1.0%	General Partner
John C. Solomon II	32.0%	Limited Partner
Raymond E. Graziotto	32.0%	Limited Partner
BF Nautico, LLC	35.0%	Limited Partner
		[1] C
		E S

and

WHEREAS, as of the creation of the Partnership the only member of Nautico was Brett Dill; and

WHEREAS, pursuant to Section 7.05 of the Agreement in the event there are new members of Nautico the written approval of the General Partner is required; and

WHEREAS, the Partnership intends to obtain a new loan against the Property (as defined in the Agreement) and desires that the Agreement be amended to include the new loan;

WHEREAS, the Partnership desires to amend certain exhibits and schedules to incorporate certain documents and otherwise amend the Agreement to incorporate the changes herein; and

WHEREAS, the parties desire to enter into this Amendment in order to put their understanding and the new limited partner interests in writing.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Partners agree to amend the Agreement as follows:

1. The foregoing recitals are hereby incorporated herein by this reference.

- 3. The term "Acquisition Loan" as used in and throughout the Agreement is hereby replaced with the term "Refinance Loan."
- 4. Section 3.03(c) of the Agreement is hereby deleted in its entirety and replaced with the following:

Notwithstanding the foregoing or anything to the contrary in this Agreement, the General Partner has arranged for the Partnership to obtain mortgage financing from United Bank, Inc. to refinance the Property ("Refinance Loan"). By their execution hereof, Graziotto and Solomon (each hereinafter referred to individually as a "Guarantor" and collectively as the "Guarantors"), hereby agree that they will execute and deliver personal guarantees of such Refinance Loan to a lender that provides such Refinance Loan. Each Guarantor may be jointly and severally liable with the other Guarantor to the Refinance Loan lender if required by such lender. The Partners hereby approve the Refinance Loan and authorize the General Partner to execute such documents as it determines is appropriate in connection with the acquisition and mortgage of the Property and obtaining the Refinance Loan.

(Signature page follows)

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In recognition and to evidence authorization of these changes to the Agreement and the Partnership, the Partners have hereafter affixed their signatures consenting to them. All other terms and conditions of the Agreement, as amended, shall remain in full force and effect.

General Partner

Loggerhead St. Pete, Inc. By: Raymond E. Graziotto Its: President & C.O.O.

Limited Partners

Raymond E. Graziotto

BF Nautico, LLC, a Florida limited liability company

By: SetPoint Partners, LLC, Manager of

BF Nautico

By: Brett Dill

Its: Managing Member

By: Sean Posner

Its: Managing Member

Schedule C BF Nautico

BF Nautico MM, LLC 1.000%

SetPoint Partners, LLC 39.741%

Steven Posner Irrevocable Trust,
DBA 6/17/65 22.222%

Next Generation Ventures Inc. 18.519%

Michael D. Horvitz 18.519%

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SECRETARY OF STATE