

A08098

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January 2, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600003525866--8  
-01/05/01--01094--004  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

Re: Partnership Amendment filing

Dear Sir or Madam:

Enclosed for filing is the original and two copies of the Second Amendment to Fourth Amended and Restated Agreement and Certificate of Limited Partnership of Sumerset Investors. Also enclosed is my check in the amount of \$52.50 representing the filing fees.

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

Very truly yours,

*Michael A. Altes*  
Michael A. Altes

FILED  
01 JAN -5 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAA/jka

Enclosures

A08098

SECOND AMENDMENT TO FOURTH  
AMENDED AND RESTATED AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP OF  
SUMERSET INVESTORS LIMITED

THIS SECOND AMENDMENT TO FOURTH AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP (this "Amendment") is made as of December 14, 2000 and provides as follows:

1. The partnership is Sumerset Place Investors Limited, a Florida limited partnership (the "Partnership") pursuant to Sumerset Place Investors Limited Amended and Restated Agreement of Limited Partnership (the "Agreement") dated as of December 1, 1979 as evidenced by the Certificate of Limited Partnership for which was filed with the Florida Secretary of State on November 7, 1979 and subsequently amended (the "Certificate").

2. The document number for the Partnership is A08098.

3. The Certificate has been amended by amendment filed with the Florida Secretary of State on November 26, 1979; the Amended and Restated Certificate of Limited Partnership filed December 31, 1979; the Second Amended and Restated Certificate of Limited Partnership filed February 25, 1981; amendment filed July 5, 1983; Third Amended and Restate Certificate of Limited Partnership filed December 29, 1988; and Supplemental Affidavit and Fourth Amended and Restated Certificate of Limited Partnership filed December 27, 1989 (collectively, the "Prior Amendments").

4. Section V of the Certificate and Section 2.4 of the Agreement is each amended to read:

V. Term of the Partnership:

Until December 31, 2040, unless sooner terminated.

5. Section 2.3 of the Agreement is amended by adding the following, which is also added to the Certificate:

Notwithstanding the foregoing, the sole purpose of the Partnership is to acquire, own, hold, maintain, operate Rosewood Apartments, Orange County, Florida (the "Property"), together with such other activities as may be necessary or advisable in connection with the ownership of the Property. Notwithstanding anything contained herein to the contrary, the Partnership shall not engage in any business, and it shall have no purpose unrelated to the Property and shall not acquire any real property or own

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assets other than those related to the Property and/or otherwise in furtherance of the purposes of the Partnership.

6. The address for the Partnership shall be:

3100 University Boulevard South, Suite 200  
Jacksonville, Florida 32216

7. The Agreement and the Certificate are unmodified except as amended by this Amendment and by the Prior Amendments. The parties hereto ratify and confirm all of the terms and provisions of the Agreement and the Certificate, as amended by this Amendment and by the Prior Amendments, as if they were set forth in full herein. The Agreement and the Certificate, as amended by this Amendment and by the Prior Amendments, are and continue in full force and effect.

IN WITNESS WHEREOF, all of the partners of the Partnership have caused this Amendment to be executed in their respective names as of the date first above written.

WITNESSES:

GENERAL PARTNERS:

THE CLARKSON COMPANY,  
a Florida corporation

Alpe A. Walker

Alma M. H. Brown  
As to General Partner

By: Chl A. Clarkson  
Charles A. Clarkson, Vice President

CAMVEST, INC.,  
a Florida corporation

Alpe A. Walker

Alma M. H. Brown  
As to General Partner

By: Chl A. Clarkson  
Charles A. Clarkson, President

(Corporate Seal)  
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(Corporate Seal)

LIMITED PARTNERS:

RAMGOW, INC

Alpe A. Walker

By: Chl A Chl  
Its Vice President

Merrill L. Brown  
As to Ramgow, Inc.

C & M INVESTORS LIMITED  
PARTNERSHIP,  
a Florida limited partnership

By: The Clarkson Company,  
a Florida corporation and general  
partner

Alpe A. Walker

By: Chl A Chl  
Charles A. Clarkson, Vice President

Merrill L. Brown  
As to C & M Investors Limited

Alpe A. Walker

Chl A Chl

Merrill L. Magowan by  
Charles A. Clarkson as  
attorney in fact

Merrill L. Brown  
As to Merrill L. Magowan

Alpe A. Walker

Chl A Chl

Peter A. Magowan by  
Charles A. Clarkson  
as attorney in fact

Merrill L. Brown  
As to Peter A. Magowan

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Alfred A. Walker

Maudie M. Brown  
As to the Estate of Calvin Gogolin

Charles A. Clarkson

Estate of Calvin Gogolin,  
deceased, by Charles A. Clarkson  
attorney in fact

MAGOAWN FAMILY LIMITED  
PARTNERSHIP,  
a Florida limited partnership

Alfred A. Walker

Maudie M. Brown

By: Camvest, Inc.,  
a Florida corporation and general  
partner

By: Charles A. Clarkson  
Charles A. Clarkson, President

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