

A08124

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600254021696

11/22/13--01016--024 \*\*52.50

FILED  
2013 DEC -2 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC - 4 2013

T. HAMPTON

CRAMER, PRICE & de ARMAS, P.A.  
ATTORNEYS AT LAW

---

1411 EDGEWATER DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*  
R. DAVID DE ARMAS  
STEPHEN H. PRICE  
CHAD A. SHIMEL  
CARRIE L. GALBRAITH\*\*

(407) 843-3300  
FAX (407) 843-6300  
[WWW.CRAMERPRICE.COM](http://WWW.CRAMERPRICE.COM)

\* Also admitted in Georgia  
\*\* Also admitted in Washington D.C.

Of Counsel: Philip A. Tharp  
(1939-2003)

November 20, 2013

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

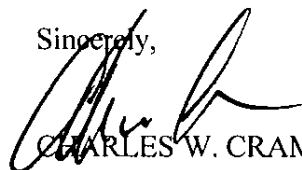
Re: B.G.B., LTD., L.L.L.P.  
Document Number: A08124

To Whom It May Concern:

Please file the enclosed Certificate of Amendment for the above referenced limited liability limited partnership. Enclosed is a check in the amount \$52.50 to cover the filing fee. Please return all correspondence concerning this matter to the undersigned.

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

Sincerely,



CHARLES W. CRAMER

CWC:bw  
Enclosure  
Cc: Vivian Taylor, Via Email

FILED

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF  
B.G.B., LTD. L.L.L.P.**

2013 DEC -2 PM 12:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.1202, the Limited Liability Limited Partnership Agreement of B.G.B., LTD. L.L.L.P., a Florida limited liability limited partnership (the "Agreement") is hereby amended and shall be effective as of the 1<sup>st</sup> day of January, 2013 ("Effective Date") by and between ANNE GOLD, as Trustee of the Sam S. Gold Revocable Trust UAD July 17, 1991, as amended and restated, DAVID GOLD, MERCEDES BASEWIEZ and VIVIAN TAYLOR (hereinafter individually referred to as "Partner" and collectively referred to as the "Partners").

**RECITALS**

WHEREAS, the Certificate of Amendment filed with the State of Florida on September 24, 2001 established the position of "Managing General Partner" for B.G.B, Ltd., L.L.L.P. (the "Partnership"), including without limitation the terms of compensation and the scope of the power of the Managing General Partner(s);

WHEREAS, Sam S. Gold, Trustee of the Sam S. Gold Revocable Trust UAD July 17, 1991, transferred and assigned a one percent (1.00%) limited liability limited partnership interest in the Partnership to David S. Gold on September 3, 2010;

WHEREAS, the Certificate of Amendment filed with the State of Florida on November 30, 2010 provided among other things the appointment of David S. Gold as the Managing General Partner for the Partnership;

WHEREAS, Mercedes Basewiez transferred and assigned a one percent (1.00%) limited liability limited partnership interest in the Partnership to Vivian Taylor on January 1, 2013;

NOW, THEREFORE, the recitals set forth above are hereby agreed, consented to and incorporated into this Agreement, and in consideration of the mutual covenants and conditions contained herein and intending to be legally bound hereby, the Partners unanimously adopt the following amendments:

1. Managing General Partner. David S. Gold and Vivian Taylor shall serve as the Managing General Partners for the Partnership. Insofar as David S. Gold and Vivian Taylor shall be performing all duties attendant to the role of Managing General Partners, David S. Gold and Vivian Taylor shall each be entitled to receive 5.00% of the gross rent as compensation, payable no less than monthly.
2. Death or Incapacity of Either Managing General Partner. In the event of the death or incapacity of either David S. Gold or Vivian Taylor, the other shall serve as the sole Managing General Partner. Upon the death or incapacity of both David S. Gold and Vivian Taylor, the position of Managing General Partner shall cease to exist.
3. Voting.
  - 3.1 All matters other than those set out under 3.2 below shall be determined by a majority vote of the Managing General Partners.
  - 3.2 The following matters shall be determined by the consent of a majority of the general partners:
    - a. Approval or modification of business plans and budget.
    - b. Increases in the authorized capital of the Partnership.
    - c. Issuance of additional Partnership interests.
    - d. Compensation for any partners or related persons.
    - e. Transactions with entities directly or indirectly benefiting a Partner.
    - f. Any expenditures aggregating over \$10,000 in one year not expressly contemplated by the business plan or budget approved above.

FILED  
2013 DEC -2 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Page 3 of 4

- David S. Gold 1%  
10001 NW 5<sup>TH</sup> Street  
Plantation, FL 33324-7057

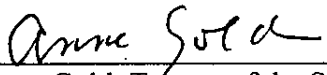
FILED  
2013 DEC -2 PM12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mercedes Basewiez 49%  
12437 SW 147<sup>th</sup> Terrace  
Miami, FL 33186


Vivian Taylor 1%  
3453 Bellington Drive  
Orlando, Florida 32835


5. Conflict and Ratification. Any conflict between the Certificate of Limited Partnership, as amended, and the Partnership Agreement of B.G.B., LTD. L.L.L.P. shall be resolved in favor of the Certificate of Limited Partnership, as amended, That said, except as amended by this Amendment, the Certificate of Limited Partnership and the Partnership Agreement of B.G.B., LTD. L.L.L.P. are hereby ratified and confirmed in all respects.

The undersigned Partners have executed this Certificate of Amendment of B.G.B., LTD. L.L.L.P. this 5 day of November, 2013.

  
Anne Gold, Trustee of the Sam  
S. Gold Revocable Trust UAD  
July 17, 1991

  
~~Mercedes Basewiez~~

  
David S. Gold

  
Vivian Taylor

FILED  
2013 DEC -2 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA