

# A08624

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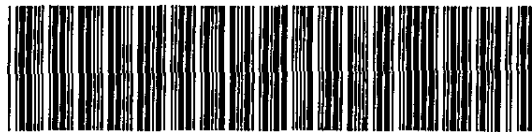
Examiner DCC  
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W. P. Verifier DCC



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY 23 PM 2:07

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① original doc. 2/27/20

LAW OFFICES OF  
**BAXTER, STROHAUER, MANNION & SILBERMANN, P.A.**

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May 6, 2003

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

Dear Sir or Madame:

Enclosed please find amendments to the partnership agreement of the following partnerships for filing with your office:

- Sandpiper Village, Ltd.;
- Hampton Court, Ltd.;
- Forest Hills Apartments, Ltd.;
- Fairfield Village, Ltd.;
- Cerny Village, Ltd.; and
- Brookside Village, Ltd.

I have also enclosed our firm check in the amount of \$315.00 to cover the cost of filing.

Sincerely,

BAXTER, STROHAUER, MANNION &  
SILBERMANN, P.A.



Kimberly Cunningham, Legal Assistant  
to Gary N. Strohauser

/kc  
Encls.

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03 MAY 23 PM 2:07  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 14, 2003

KIMBERLY CUNNINGHAM  
BAXTER STROHAUER MANNION & SILBERMANN  
1150 CLEVELAND STREET, SUITE 300  
CLEARWATER, FL 33755

SUBJECT: SANDPIPER VILLAGE, LTD.  
Ref. Number: A08624

We have received your document for SANDPIPER VILLAGE, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to our records the original date of filing your Certificate of Limited Partnership with our office is February 27, 1980. Please correct your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 703A00029739

SECOND AMENDMENT TO THIRD AMENDED AGREEMENT  
AND THIRD AMENDED CERTIFICATE OF  
LIMITED PARTNERSHIP OF SANDPIPER VILLAGE, LTD.,  
A FLORIDA LIMITED PARTNERSHIP

THIS SECOND AMENDMENT to Third Amended Agreement and Third Amended Certificate of Limited Partnership (the "Partnership Agreement") of Sandpiper Village, Ltd. (the "Partnership") by and among J.R.S. Equities, Inc., a Florida corporation ("J.R.S."), Richard B. Funk, an individual ("Funk"), and PMG, Inc., a Special Limited Partner ("PMG"), is made and entered into effective as of April 1, 2003. The original filing date of the original Certificate of Limited Partnership was February 27, 1980.

RECITALS

A. Whereas, the Partnership is the owner and operator of a multi-family housing project intended for rental to families of low- and moderate-income, located in Pinellas County, Florida (the "Project"); and

B. Whereas, Funk, as one of the original General Partners, has elected to withdraw as a General Partner, effective April 1, 2003 and has further agreed to have his general partnership interest converted to that of a limited partner effective at the same time; and

C. Whereas, PMG, the Special Limited Partner, and J.R.S., the Sole Remaining General Partner, on behalf of themselves and on behalf of all limited partners, consent to the withdrawal of Funk as a General Partner and to the conversion of his general partnership interest to that of a limited partner.

NOW THEREFORE, the Surviving General Partner, J.R.S., amends the Limited Partnership Agreement of Sandpiper Village, Ltd., a Florida limited partnership, as follows:

1. The Surviving General Partner declares that the recitals contained above are true and correct and constitute a part of this agreement.

2. The Surviving General Partner, J.R.S., declares that one of the General Partners, Funk, has withdrawn as a General Partner of the Partnership effective April 1, 2003 and that his withdrawal as a General Partner has been consented to and accepted by the Special Limited Partner, PMG, as is provided for in Article VI of the Partnership Agreement.

3. The Surviving General Partner, J.R.S., declares and gives notice that it, effective as of April 1, 2003, is the sole and remaining General Partner of the Partnership and as the sole remaining General Partner it does hereby elect to continue the Partnership and the business of the Partnership.

4. All parties hereto agree and acknowledge that the general partnership interest of Funk is converted to a limited partnership interest effective as of April 1, 2003.

5. The within amendment is made, executed and filed in accordance with and in compliance with the provisions of the Partnership Agreement. A copy of the consent of PMG is appended hereto.

6. Except as herein modified and amended, the terms and provisions of the above referenced Third Amended Agreement and Third Amended Certificate of Limited Partnership for Sandpiper Village, Ltd., as amended to date, shall remain in full force and effect as first written.

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TAMPA  
SEAL  
FLORIDA

IN WITNESS WHEREOF, the Surviving General Partner has executed this amendment this 30<sup>th</sup> day of APRIL, 2003.

Richard M. Vair  
Lois P. Swamy

J.R.S. EQUITIES, INC.,  
a Florida corporation

By: [Signature]  
Richard B. Funk, President

"SOLE GENERAL PARTNER"

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of April, 2003, by Richard B. Funk, President of J.R.S. Equities, Inc., who is personally known to me or who has produced as identification.

WITNESS my hand and official seal at Clearwater, State of Florida, County of Pinellas, the day and year last aforesaid.



My Commission Expires:

Mary A. Rohloff  
Notary Public

#### JOINDER AND CONSENT

Funk does hereby join in and consent to the foregoing Second Amendment to Third Amended Agreement and Third Amended Certificate of Limited Partnership of Sandpiper Village, Ltd., a Florida limited partnership.

Richard M. Vair  
Lois P. Swamy

[Signature]  
Richard B. Funk, Limited Partner