

A09393

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

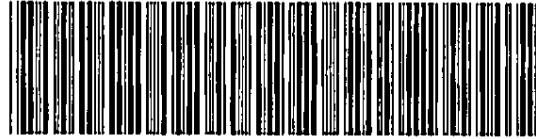
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

2022 DEC 20 AM 10:32

December 6, 2022

NICHOLAS GUZZONE  
1599 SW 7TH CT  
BOCA RATON, FL 33486

SUBJECT: BOCA CAPE REALTY MGT., LTD.  
Ref. Number: A09393

We have received your document for BOCA CAPE REALTY MGT., LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Only one document can be filed. You can either file the amendment or the amended and restated certificate of limited partnership to make the changes.

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) 245-6050.

Tammi Cline  
Regulatory Specialist II Supervisor

Letter Number: 922A00026971

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Boca Cape Realty Mgt., Ltd.  
1599 SW 7<sup>th</sup> CT  
Boca Raton, FL 33486

December 14, 2022

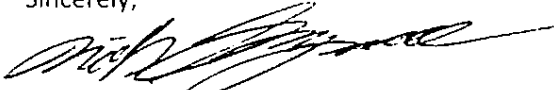
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

RE: Letter Number 922A00026971 (Ref. Number: A09393)

Dear Sir or Madam:

In response to Letter Number 922A00026971 dated December 6, 2022, please find enclosed a copy of said Letter and the Amended and Restated Certificate of Limited Partnership dated August 24, 2022. Kindly, please file the Amended and Restated Certificate of Limited Partnership dated August 24, 2022. If you need to contact me by phone, my mobile phone number is 561-859-5125. Thank you.

Sincerely,



Nicholas Guzzone  
General Partner

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Amended and Restated Certificate of Limited Partnership  
Dated: August 24, 2022

TO CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
BOCA CAPE REALTY MGT., LTD.  
Filed October 2, 1980

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Pursuant to Florida Statutes 620.1202 "Amendment or Restatement of Certificate" the following amendments adopted by the General and Limited Partners are made to this Limited Partnership:

Paragraph III Place of Business: The principal place of business of the Partnership shall be: 1599 SW 7<sup>th</sup> Ct, Boca Raton, FL 33486.

Paragraph IV Contributions (General and Limited Partners): The General and Limited Partners and their respective contributions to the capital of the Partnership are as follows:

- (a) Contributions to Capital: Each General and Limited Partner as his respective share shall contribute to the capital of the Partnership as follows:

Salvatore N. Guzzone (General and Limited Partner)     \$586,769

Nicholas S. Guzzone (General and Limited Partner)     \$ 5,927

- (b) Receipt of Contributions: Receipt of the capital contributions of each of the Partners listed above is acknowledged by the Partnership and its members.

Paragraph V: Intentionally deleted and no replacement made thereof.

Paragraph VIII Profit and Loss Sharing By the Partners (General and Limited):

- (a) Net profits; share: The Partners (General and Limited) shall receive the following share of the net profits of the Partnership:

Salvatore N. Guzzone (General and Limited Partner)     99%

Nicholas S. Guzzone (General and Limited Partner)     1%

- (b) Losses; share: Each Partner (General and Limited) shall bear a share of the losses of the Partnership equal to the share of the profits to which he is entitled. The share of the losses shall be charged against his contribution to the capital of the Partnership.

- (c) Losses; maximum liability: No Partner (General and Limited) shall at any time become liable for any obligations or losses of the Partnership beyond the amount of his respective capital contribution.

Paragraph IX: Intentionally deleted and no replacement made thereof.

Paragraph XIV Amendments, Investing, Financing and Voting:

- (a) Amendments and Voting: This agreement, except with respect to the vested rights of the partners, may be amended at any time by a greater than 50% majority vote of the partners.
- (b) Investing and Financing and Voting: Investing and financing activities that fall outside the normal operation of the Partnership shall be defined as follows: the investment in or the sale of real estate and the borrowing and/or lending of funds. Such activities defined herein shall be approved by a greater than 50% majority vote of the partners with the exception of Paragraph XIV(c). Voting percentages shall be based upon each partner's respective share of profits and losses in the Partnership at the time of the vote.
- (c) Sole General Partner Event: In the event of a Sole General Partner, said Sole General Partner shall have sole discretion and full power to engage in any investing, selling and/or financing activities including but not limited to those defined in Paragraph XIV(b) as he sees fit without any voting. This shall be in addition to any and all powers prescribed to the General Partner(s) in the Certificate of Limited Partnership filed with the Office of the Secretary of State of the State of Florida on October 2, 1980.

Paragraph XVI Severability and Prevalence: This Partnership is intended to be performed in accordance with, and only to the extent permitted by, all applicable laws, ordinances, rules and regulations of the jurisdiction in which the parties do business. If any provision of this Partnership, or the application thereof to any person or circumstance shall, for any reason or to any extent, be invalid or unenforceable, the remainder of this Partnership and the application of such provision to other persons or circumstances shall not be affected thereby, but rather shall be enforced to the greatest extent permitted by law. If there are any inconsistencies and/or conflicts between this Amended and Restated Certificate of Limited Partnership and the Certificate of Limited Partnership filed with the Office of the Secretary of State of the State of Florida on October 2, 1980 and/or any other subsequent amendments which may exist prior to this instrument, then the language of this instrument shall prevail.

Except for the foregoing amendments, all of the terms and provisions of the Certificate of Limited Partnership filed with the Office of the Secretary of State of the State of Florida on October 2, 1980 and the subsequent amendments made thereto shall remain in full force and effect.

Dated this 24 day of August, 2022

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Witnesses: As to all signatures

[Signature]  
Witness:

Michaene Jordan  
Witness:

[Signature]  
Salvatore N. Guzzone General Partner and  
Limited Partner

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[Signature]  
Witness:

SANDRA WILES  
Witness:

[Signature]  
Nicholas S. Guzzone General Partner and  
Limited Partner

State of Florida, Palm Beach County

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Salvatore N. Guzzone General Partner and Limited Partner of Boca Cape Realty MGT., LTD. and Nicholas S. Guzzone General Partner and Limited Partner of Boca Cape Realty MGT., LTD. who have each produced [Signature] as identification, to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 21 day of August



[Signature]  
Notary Public, State of Florida  
My Commission Expires:  
SEAL