A11349

Office Use Only

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SECRETARY OF STATE DIVISION OF CORPORATIONS

areal

LAKESHORE APARTMENTS GROUP, LTD. C/O ELAINE LASSEFF MANAGEMENT 11939 WEDDINGTON ST. #106 VALLEY VILLAGE, CA 91607 (818) 505-9877 (818) 505-9009 Fax

May 9, 2006

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

RE: LAKESHORE APARTMENTS GROUP, LTD.

DOCUMENT # A11349 FEIN # 95-3634968

LIMITED PARTNERSHIP ANNUAL REPORT RENEWAL

To Whom It May Concern:

Enclosed please find our check in the amount of \$500.00 for the annual renewal for the above referenced Partnership.

Also enclosed is our filing fee of \$52.50 to change the General Partner to Elaine Lasseff (from Bernard Saul, deceased).

Per your request we are also enclosing the State of California Amendment to Certificate of Partnership, as well as the Amendment to the Partnership Agreement with the signature pages of all Limited Partners.

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

Sincerely

Elaine Lasseff, General Parther Lakeshore Apartments Group, Ltd.

Enclosures

COVER LETTER

Division of Corporations			
SUBJECT: Lakeshore Apar	tments Group, Ltd.		
(Name of Foreign Limite	d Partnership or Limited Liability Limited Partnership)		
The enclosed amendment and fee(s) are	e submitted for filing.		
Please return all correspondence conce	rning this matter to:		
Elaine Lasseff			
(Contact Person)			
Lakeshore Apartments	Group, Ltd.		
(Firm/Company)			
11939 Weddington St.	#106		
(Address)			
Valley Village, CA 916	607		
(City, State and Zip Co	ode)		
For further information concerning this	s matter, please call:		
Elaine Lasseff	_{at (} 818 ₎ 505-9877		
(Name of Contact Person)	(Area Code and Daytime Telephone Number)		
Enclosed is a check for the following a	mount:		
\$52.50 Filing Fee Status \$61.25 Filing Fee and Certificate of Status	\$105.00 Filing Fee and Certified Copy Certified Copy, and Certificate of Status		
STREET ADDRESS:	MAILING ADDRESS:		
Registration Section	Registration Section		
Division of Corporations Division of Corporations			
Clifton Building P. O. Box 6327			
2661 Executive Center Circle Tallahassee, FL 32301	Tallahassee, FL 32314		

06 HAY 15 PH 12: 44

AMENDMENT TO CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP

The name of the limited partnership or appears on the records of the Florida Departments Grounds of the Florida Departments of the Florida Department of the Florida Departments of the	artment of State is:		
2. The jurisdiction of its formation is:	California		
3. The date the entity was authorized to tr	ransact business in Florida is: 10/15/81		
4. If the amendment changes the name of limited partnership, enter the new name:	the limited partnership or limited liability		
Acceptable Limited Partnership suffixes: Limited Acceptable Limited Liability Limited Partnership . or LLLP.	Partnership, Limited, L.P., LP, or Ltd. suffixes: Limited Liability Limited Partnership, L.L.L.P.		
5. If the amendment changes the general each general partner:	partner(s), list the name and business address of		
Name:	Business Address:		
Elaine Lasseff	11939 Weddington #106		
	Valley Village, CA 91607		
	,		

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction 7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:
8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:
The entity elects to be a limited liability limited partnership.
The entity is no longer a limited liability limited partnership.
9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.
10. Effective date, if other than the date of filing: (Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Flor Department of State.)
Signature of a general partner:
Typed or printed name:
Elaine Lasseff
Filing Fee: \$52.50 Certified Copy (optional): \$52.50 Certificate of Status (optional): \$8.75



State of California Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of ______ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 0 6 2005

BRUCE McPHERSON Secretary of State



State of California Secretary of State

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

ENDORSED - FILED in the office of the Secretary of State of the State of California

NOV 1 4 2005

A \$30.00 filing fee must accompany this form.

A 400.00 mmg 100 m	act accompany and io	····		
IMPORTANT - Read instructions before completing this form		This Space For Filing Use Only		
SECRETARY OF STATE FILE NUMBER 2. NAME OF LIMITED PARTNERSHIP				
198418700162	LAKESHORE APARTMENTS GROUP, LTD.			
3. COMPLETE ONLY THE BOXES WHERE I	NFORMATION IS BEING C	HANGED. ADDITIONAL P	AGES MAY BE ATTACHED, IF	NECESSARY:
A. LIMITED PARTNERSHIP NAME (END THE N	AME WITH THE WORDS "LIM!	TED PARTNERSHIP" OR THE	ABBREVIATION "L.P.")	
	·			
B. THE STREET ADDRESS OF PRINCIPAL EX	ECUTIVE OFFICE	CITY AND S	TATE	ZIP CODE
11939 Weddington Street, #106		Valley Villa		91607
C. THE STREET ADDRESS IN CALIFORNIA W	HERE RECORDS ARE KEPT	CITY	STATE CA	ZIP CODE
11939 Weddington Street, #106		Valley Villa	age UA	91607
D. THE ADDRESS OF THE GENERAL PARTNE	• •		~.~	ZIP CODE
NAME ,	ADDRESS	CITY AND S	IAIE	ZIP CODE
E. NAME CHANGE OF GENERAL PARTNER(S FROM:)	TO:		
PROM:		10.		
F. GENERAL PARTNER(S) CESSATION				
• •				
BERNARD SAUL G. NAME OF GENERAL PARTNER(S) ADDED	ADDRESS	CITY AND S	TATE	ZIP CODE
•	11939 Weddington Stree	-	/illage, CA	91607
ELAINE LASSEFF H. THE PERSON(S) AUTHORIZED TO WIND U			village, CA	31001
NAME	ADDRESS	CITY AND S	STATE	ZIP CODE
I. THE NAME OF THE AGENT FOR SERVICE	OF PROCESS			
ELAINE LASSEFF		•		
J. ADDRESS OF AGENT FOR SERVICE OF PI	ROCESS IN CALIFORNIA, IF A	N INDIVIDUAL CITY	STATE	ZIP CODE
11939 Weddington Street, #106		Valley Village		91607
K. NUMBER OF GENERAL PARTNERS' SIGNATURES REQUIRED FOR FILING CERTIFICATES OF AMENDMENT, RESTATEMENT, MERGER, DISSOLUTION,				RGER, DISSOLUTION,
CONTINUATION AND CANCELLATION:				
L. OTHER MATTERS (ATTACH ADDITIONAL I	PAGES, IF NECESSARY):			7
4. I DECLARE THAT I AM THE PERSON W			ION IS MY ACT AND DEED.	
Jour O. Julion, oth	muy in fue	×		
for Elvine Lusget	F '	Attorney-in-Fact for the	General Partner	
SIGNATURE OF AUTHORIZED PERSON		POSITION OR TITLE OF	AUTHORIZED PERSON	
John O. Sutton, Attorney-In-Fact		November 10, 2005		CICEO
TYPE OR PRINT NAME OF AUTHORIZED PER	RSON	DATE		(V)
			1	
				2月23月2
SIGNATURE OF AUTHORIZED PERSON		POSITION OR TITLE OF	AUTHORIZED PERSON	W. Tarrest
			· ·	(水)(水)
				PAY OF S
TYPE OR PRINT NAME OF AUTHORIZED PE	RSON	DATE		
LP-2 (REV 03/2005)			APPROVED BY	SECRETARY OF STATE

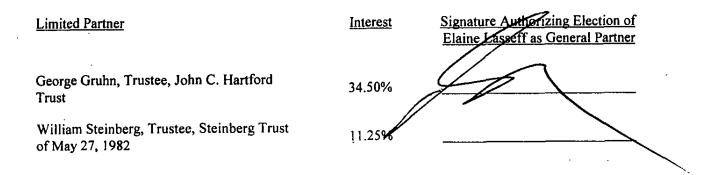
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RECITALS

WHEREAS, BERNARD SAUL, the General Partner of the Partnership died on September 28, 2005; and

WHEREAS, in accordance with section 10.03 of the Partnership Agreement, the unanimous vote of the Limited Partners is required to elect a new General Partner.

- 1. Provided that all of the Limited Partners execute this Amendment, the Partnership Agreement shall be amended to reflect the election of ELAINE LASSEFF as General Partner, effective as of September 28, 2005. Within thirty (30) days of receipt of the approval by all Limited Partners, the new General Partner shall file an Amendment to the Certificate of Limited Partnership, reflecting the substitution of the General Partner.
- 2. In the event that the unanimous vote of the Limited Partners is not obtained for the election of ELAINE LASSEFF as General Partner, then the Partnership shall be dissolved as per the terms of the Partnership Agreement.
- 3. Except as expressly provided herein, the terms and conditions of the Partnership Agreement remain in full force and unmodified. This Amendment may be executed in any number of counterparts with the same effect as if all parties hereto had signed the same document. All counterparts shall be construed together and shall constitute one instrument.



Dianne Lebovits, Trustee, Jessica Lebovitz Trust of 1989	1.25%	· · · · · · · · · · · · · · · · · · ·
Zachary Lebovits	1.25%	
Sherry Kramer	2.50%	
Vicki Caplan	2.50%	***************************************
Herb Allen, Trustee	5.25%	
Jane Sutton	7.50%	
Diane Lambert	3.75%	
Ruth Saul, Trustee, Saul Family Trust	30.25%	
	100.00%	

STATE OF	ennessee
COUNTY OF	DAVIDSON

On this 3rd day of November, 2005 before me, the undersigned, a Notary Public in and for said County and State, personally appeared George Grah, personally known to me or proved to me on the basis of satisfactory evidence, and subscribed the foregoing Amendment to Agreement of Limited Partnership in my presence.

This Amendment shall amend the Agreement of Limited Partnership dated July 17, 1981 ("Partnership Agreement") of LAKESHORE APARTMENTS GROUP, LTD., a California limited partnership ("Partnership"), provided that it is executed by all of the limited partners of the Partnership. If approved, this Amendment shall be effective as made as of September 28, 2005,

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Limited Partner	<u>Interest</u>	Signature Authorizing Election of Elaine Lasseff as General Partner
George Gruhn, Trustee, John C. Hartford Trust	34.50%	-
William Steinberg, Trustee, Steinberg Trust of May 27, 1982	11.25%	Sylvia Steinberg for William Steinberg, power of attorney
		of attorney

Dianne Lebovits, Trustee, Jessica Lebovitz Trust of 1989	1.25%	***************************************
Zachary Lebovits	1.25%	
Sherry Kramer	2.50%	
Vicki Caplan	2.50%	
Herb Allen, Trustee	5.25%	
Jane Sutton	7.50%	
Diane Lambert	3.75%	
Ruth Saul, Trustee, Saul Family Trust	30.25%	
·	100.00%	

STATE OF CALIFORNIA COUNTY OF the Angeles

On this the day of let, 2005 before me, the undersigned, a Notary Public in and for said County and State, personally appeared subject the foregoing known to me or proved to me on the basis of satisfactory evidence, and subscribed the foregoing Amendment to Agreement of Limited Partnership in my presence.

NOTARY PUBLIC



This Amendment shall amend the Agreement of Limited Partnership dated July 17, 1981 ("Partnership Agreement") of LAKESHORE APARTMENTS GROUP, LTD., a California limited partnership ("Partnership"), provided that it is executed by all of the limited partners of the Partnership. If approved, this Amendment shall be effective as made as of September 28, 2005,

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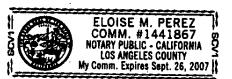
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Limited Partner	<u>Interest</u>	Signature Authorizing Election of Elaine Lasseff as General Partner
George Gruhn, Trustee, John C. Hartford Trust	34.50%	
William Steinberg, Trustee, Steinberg Trust of May 27, 1982	11.25%	
Dianne Lebovits, Trustee, Jessica Lebovitz	1.25%	Dianno La Oras

Trust of 1989		
Zachary Lebovits	1.25%	What Wille
Sherry Kramer	2.50%	
Vicki Caplan	2.50%	
Herb Allen, Trustee	5.25%	
Jane Sutton	7.50%	
Diane Lambert	3.75%	
Ruth Saul, Trustee, Saul Family Trust	30.25%	
	100.00%	

STATE OF CALIFORNIA
COUNTY OF Los Angeles

On this 5th day of October, 2005 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Diane habouts and 3 actions habout to me or proved to me on the basis of satisfactory evidence, and subscribed the foregoing Amendment to Agreement of Limited Partnership in my presence.



NOTARY PUBLIC

This Amendment shall amend the Agreement of Limited Partnership dated July 17, 1981 ("Partnership Agreement") of LAKESHORE APARTMENTS GROUP, LTD., a California limited partnership ("Partnership"), provided that it is executed by all of the limited partners of the Partnership. If approved, this Amendment shall be effective as made as of September 28, 2005,

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George Gruhn, Trustee, John C. Hartford Trust	34.50%	
William Steinberg, Trustee, Steinberg Trust of May 27, 1982	11.25%	· ·

Dianne Lebovits, Trustee, Jessica Lebovitz Trust of 1989	1.25%	
Zachary Lebovits	1.25%	
Sherry Kramer	2.50%	Skerry Kramy
Vicki Caplan	2.50%	,
Herb Allen, Trustee	5.25%	
Jane Sutton	7.50%	
Diane Lambert	3.75%	
Ruth Saul, Trustee, Saul Family Trust	30.25%	
	100.00%	

STATE OF CALIFORNIA COUNTY OF hos Angeles

On this 5th day of October, 2005 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Sherry Krame, personally known to me or proved to me on the basis of satisfactory evidence, and subscribed the foregoing Amendment to Agreement of Limited Partnership in my presence.



Clase M Peny NOTARY PUBLIC

This Amendment shall amend the Agreement of Limited Partnership dated July 17, 1981 ("Partnership Agreement") of LAKESHORE APARTMENTS GROUP, LTD., a California limited partnership ("Partnership"), provided that it is executed by all of the limited partners of the Partnership. If approved, this Amendment shall be effective as made as of September 28, 2005,

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George Gruhn, Trustee, John C. Hartford Trust	34.50%	
William Steinberg, Trustee, Steinberg Trust of May 27, 1982	11.25%	

Dianne Lebovits, Trustee, Jessica Lebovitz Trust of 1989	1.25%	
Zachary Lebovits	1.25%	
Sherry Kramer	2.50%	
Vicki Caplan	2.50%	Vela agle
Herb Allen, Trustee	5.25%	
Jane Sutton	7.50%	
Diane Lambert	3.75%	
Ruth Saul, Trustee, Saul Family Trust	30.25%	
	100.00%	

STATE OF CALIFORNIA COUNTY OF LOS AN GEVES

On this 10th day of 000 Bel, 2005 before me, the undersigned, a Notary Public in and for said County and State, personally appeared VICKI CAPLAN, personally known to me or proved to me on the basis of satisfactory evidence, and subscribed the foregoing Amendment to Agreement of Limited Partnership in my presence.

E. ZARZA

Commission # 1490469

Notary Public - California
San Diego County

My Comm. Explass May 18, 2008

This Amendment shall amend the Agreement of Limited Partnership dated July 17, 1981 ("Partnership Agreement") of LAKESHORE APARTMENTS GROUP, LTD., a California limited partnership ("Partnership"), provided that it is executed by all of the limited partners of the Partnership. If approved, this Amendment shall be effective as made as of September 28, 2005.

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<u>Limited Partner</u>	<u>Interest</u>	Signature Authorizing Election of Elaine Lasseff as General Partner
George Gruhn, Trustee, John C. Hartford Trust	34.50%	
William Steinberg, Trustee, Steinberg Trust of May 27, 1982	11.25%	

Dianne Lebovits, Trustee, Jessica Lebovitz Trust of 1989	1.25%	
Zachary Lebovits	1.25%	
Sherry Kramer	2.50%	
Vicki Caplan	2.50%	ff rolly
Herb Allen, Trustee	5.25%	Maralle 1 12
Jane Sutton	7.50%	
Diane Lambert	3.75%	
Ruth Saul, Trustee, Saul Family Trust	30.25%	
	100.00%	

STATE OF CALIFORNIA COUNTY OF Locale

On this ______, day of ______, 2005 before me, the undersigned, a Notary Public in and for said County and State, personally appeared _______, personally known to me or proved to me on the basis of satisfactory evidence, and subscribed the foregoing Amendment to Agreement of Limited Partnership in my presence.

SANDRA SALKOW
Commission # 1407908
Notary Public - California
Los Angeles County
My Cornin, Expires Mar 28, 2007

Page 2 of 2

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Zachary Lebovits	1.25%	
Sherry Kramer	2.50%	
Vicki Caplan	2.50%	
Herb Allen, Trustee	5.25%	Λ
Jane Sutton	7.50%	five Sutton
Diane Lambert	3.75%	0
Ruth Saul, Trustee, Saul Family Trust	30.25%	
	100.00%	

STATE OF FLORIDA COUNTY OF <u>minmi-DADE</u>

NOTARY PUBLIC



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Zachary Lebovits	1.25%	
Sherry Kramer	2.50%	
Vicki Caplan	2.50%	
Herb Allen, Trustee	5.25%	
Jane Sutton	7.50%	
Diane Lambert	3.75%	Dione Lambert
Ruth Saul, Trustee, Saul Family Trust	30.25%	•
	100.00%	•

ſ	
STATE OFU	RCINIA
COUNTY OF _	NOCKINGHAM
COUNTY OF	document -

On this 10th day of October, 2005 before me, the undersigned, a Notary Public in and for said County and State, personally appeared 11ANE LAMBERT, personally known to me or proved to me on the basis of satisfactory evidence, and subscribed the foregoing Amendment to Agreement of Limited Partnership in my presence.

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1.25%	
1.25%	
2.50%	
2.50%	
5.25%	
7.50%	
3.75%	
30.25%	full sen
100.00%	
	2.50% 2.50% 5.25% 7.50% 3.75% 30.25%

STATE OF CALIFORNIA COUNTY OF LOS ANGELES

On this 5th day of Oetoget, 2005 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ruth Sauce, personally known to me or proved to me on the basis of satisfactory evidence, and subscribed the foregoing Amendment to Agreement of Limited Partnership in my presence.

ROBERT A. ANDRES
Commission # 1396119
Notary Public - California
Los Angetes County
My Comm. Expires Jan 26, 2007

OTARY PUBLIC