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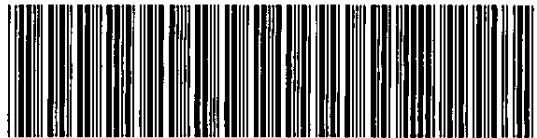
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**GRAY, ACKERMAN & HAINES, P.A.**

BRYCE W. ACKERMAN\*  
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\* Board Certified in Civil Trial Law &  
Business Litigation

August 31, 2009

**VIA FEDEX: (850) 245-6051**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: AMENDED CERTIFICATES OF LIMITED PARTNERSHIPS  
OUR FILE NO: 07-2048**

To Whom It May Concern:

Enclosed please find an original of the following for filing with the Department of State:

- ☐ Second Amended Certificate of Limited Partnership of Newberry, Ltd.
- ☐ Second Amended Certificate of Limited Partnership of Charlton Court, Ltd.
- ☐ Third Amended Certificate of Limited Partnership of Sebring, Ltd.

Please provide us with a certified copy of each of the above once they have been filed. Also enclosed please find this firm's check in the amount of \$315.00, which represents filing fees and fees for certified copies, along with a return addressed stamped envelope.

If you have any questions, or need anything further from our office, please do not hesitate to give us a call. Thank you for your assistance in this matter.

Sincerely,



Tim Haines  
For the Firm

TH:jv

Enclosures: As Stated Above; Check; SASE

Y:\adh\lrs\A-C\2009\Department of State (Ltd. amendments) 8-31-09.wpd

**SECOND AMENDED CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
NEWBERRY, LTD.**

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**STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_**

The undersigned, desiring to amend the Certificate of Limited Partnership of Newberry, Ltd., filed in the office of the Secretary of State of the State of Florida on November 23, 1981, as amended by Amended and Restated Certificate and Agreement of Limited Partnership of Newberry, Ltd., filed in the office of the Secretary of State of the State of Florida in December 1981, to convert the 5% General Partnership interest of William R. Sabis to a 1% General Partnership interest and a 4% Special Limited Partnership interest, and to substitute Shells Landing, LLC, a Florida limited liability company, for William R. Sabis as the General Partner for the Partnership, does hereby certify as follows:

1. The name of the Limited Partnership is Newberry, Ltd.
2. Character of business intended to be transacted by the Partnership is as follows:

The purpose of the Partnership is to acquire, hold, invest in, construct, develop, improve, maintain, operate, lease and otherwise deal with the Project. The Project means the real property consisting of approximately 10.0 acres located in Newberry, Florida, together with all buildings or other improvements on or to be constructed or made upon such property. The General Partner of the Partnership shall operate the Project in accordance with any applicable FmHA regulations, and shall use their best efforts to generate Cash Flow for distribution to the Partners at the maximum realizable level in view of applicable FmHA regulations. The Partnership shall not engage in any other business or activity.

3. The principal place of business of the Limited Partnership is at:

613 South 12<sup>th</sup> Street  
Leesburg, FL 34748

4. The name and place of residence of each General Partner interested in the Limited Partnership are as follows:

Shells Landing, LLC  
613 South 12<sup>th</sup> Street  
Leesburg, FL 34748

The name and place of residence of each Limited Partner interested in the Limited Partnership are as follows:

Newberry Investment Group, Ltd.,  
c/o David R. Vaughn  
1123 Marbella Plaza Drive  
Tampa, FL 33617

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The name and place of residence of each Special Limited Partner interested in the Limited Partnership are as follows:

William R. Sabis  
330 SW 132<sup>nd</sup> Terrace  
Newberry, FL 32669

5. The amount of cash contributed by the Limited Partner is as follows:

Newberry Investment Group, Ltd. . . . . \$220,000.00

6. Newberry Investment Group, Ltd., has agreed to make further contributions as follows:

NOT ANY

7. The Limited Partner shall receive a share of the profits of the Partnership in proportion to its share of interest in the Limited Partnership. The General Partner shall receive all other profits of the Partnership. The Special Limited Partner shall receive no share of the profits of the Partnership.

<u>GENERAL PARTNER</u>	<u>NO. OF UNITS</u>
Shells Landing, LLC	1

<u>LIMITED PARTNER</u>	<u>NO. OF UNITS</u>
Newberry Investment Group, Ltd.	95

<u>SPECIAL LIMITED PARTNER</u>	<u>NO OF UNITS</u>
William R. Sabis	4

TOTAL

100

Each Limited Partner shall receive a share of the cash available for distribution from a capital transaction as follows:

Newberry Investment Group, Ltd. . . . . 75%

The General Partner shall receive 21% of any cash available for distribution from any capital transaction. The Special Limited Partner shall receive 4% of any cash available for distribution from a capital transaction.

8. A Limited Partner may sell, assign, pledge, hypothecate or in any manner transfer its or his interest in the Partnership, provided that such sale, assignment, pledge, hypothecation or other transfer shall create only the right in the transferee to share or participate in the profits or losses of the Partnership which the transferring Partner has pursuant to this Agreement. The Transferee shall not be a substitute Limited Partner unless he has obtained the written consent of the General Partner, and all parties have complied with the applicable requirements of law to effectuate such status as a substitute Limited Partner.

Further, "So long as the limited partnership has a loan made or insured by the United States of America acting through the Farmers Home Administration (herein called the "Government") the partners will not change the membership by either admission or withdrawal of any partner(s) nor permit the general partner(s) to maintain less than a five percent financial interest in the partnership nor cause or permit voluntary dissolution of the partnership nor cause or permit any transfer or encumbrance of title to the partnership real estate or any part thereof or interest therein, by sale, mortgage, lease or otherwise nor alter, amend or repeal the limited partnership agreement without the written consent of the Government."

9. The Partnership shall remain in full force and effect until December 31, 2030, except that the Partnership may be dissolved and its assets liquidated prior to such date as provided in the Partnership Agreement.

**IN WITNESS WHEREOF**, the undersigned have executed this Second Amended and Restated Certificate of Limited Partnership on the date beneath their respective signatures.

**SEPARATE SIGNATURE PAGES FOLLOW**

**SIGNATURE PAGE FOR SHELLS LANDING, LLC  
TO  
SECOND AMENDED AND RESTATED CERTIFICATE  
OF LIMITED PARTNERSHIP**

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**NEW GENERAL PARTNER:**

**SHELLS LANDING, LLC, A FLORIDA LIMITED  
LIABILITY COMPANY**

Signed and sealed in our presence as witnesses:

DAVID MAGALSKI  
Print Name:

BARBARA MAGALSKI  
Print Name:

By: David Magalski  
DAVID MAGALSKI, MEMBER

By: Barbara Magalski  
BARBARA MAGALSKI, MEMBER

Date: 6-16-09

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP was acknowledged before me by DAVID MAGALSKI AND BARBARA MAGALSKI, Members of Shells Landing, LLC, a Florida limited liability company, who is:

☒ Personally known by me, OR  
☐ Produced a driver's license as identification.

Dated: this 16<sup>th</sup> day of JUNE, 2007. 2009.

Cathy Scovack  
Print Name: Cathy Scovack  
Notary Public, State of Florida  
Commission number DD877645  
Commission expires April 6, 2013



**SIGNATURE PAGE FOR WILLIAM R. SABIS  
TO  
SECOND AMENDED AND RESTATED CERTIFICATE  
OF LIMITED PARTNERSHIP**

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WITHDRAWING GENERAL PARTNER AND  
SPECIAL LIMITED PARTNER:

Signed and sealed in our presence as witnesses:

Erin Luca  
Print Name: ERIN LUCA

Rachel L. Ferguson  
Print Name: Rachel L. Ferguson

By: William R. Sabis

WILLIAM R. SABIS

Date: 07/23/09

STATE OF FLORIDA

COUNTY OF Alachua

The foregoing SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP  
was acknowledged before me by WILLIAM R. SABIS who is:

☐ Personally known by me, OR  
☒ Produced a driver's license as identification.

Dated: this 23<sup>rd</sup> day of July, 2009

FL DL 8150936393670  
exp. 10/11

Rachel L. Ferguson  
Print Name: \_\_\_\_\_

Notary Public, State of Florida

Commission number \_\_\_\_\_

Commission expires Sept. 9, 2012



**SIGNATURE PAGE FOR NEWBERRY INVESTMENT GROUP, LTD.  
TO  
SECOND AMENDED AND RESTATED CERTIFICATE  
OF LIMITED PARTNERSHIP**

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**LIMITED PARTNER:**

**NEWBERRY INVESTMENT GROUP, LTD., A  
GEORGIA LIMITED PARTNERSHIP**

Signed and sealed in our presence as witnesses:

Thomas A. Dentinger  
Print Name: THOMAS A. DENTINGER

Meriam J. Williams  
Print Name: Meriam J. Williams

By: David R. Vaughan

DAVID R. VAUGHAN

Its: GENERAL PARTNER

Date: 8/17/09

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing SECOND AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP was acknowledged before me by DAVID R. VAUGHAN as General Partner of Newberry Investment Group, Ltd., who is:

- ☒ Personally known by me, OR  
☐ Produced a driver's license as identification.

Dated: this 17 day of August, 2009.

Rosemary J. Cantwell  
Print Name: ROSEMARY J. CANTWELL  
Notary Public, State of Florida  
Commission number DD 711380  
Commission expires 10/10/11

