

07-24-03

09:02

FROM-Akerman Senterfitt

904-354-4459

T-132 P.001/004 F-166

A 12648

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000239683 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE
Account Number : 105543000740
Phone : (904) 798-3700
Fax Number : (904) 354-4459

RECEIVED
03 JUL 24 AM 9:20
DIVISION OF CORPORATION

LIMITED PARTNERSHIP AMENDMENT

DEBARY VILLAS, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$52.50

A12648
JL

H03000239683

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DEBARY VILLAS, LTD.**

This Amended and Restated Certificate of Limited Partnership (this "Amended Certificate") is duly executed and is being filed with the Florida Department of State in accordance with the provisions of Section 620.109 of the Florida Statutes. This Amended Certificate amends and restates and supersedes, in its entirety, that certain Limited Partnership Agreement of DeBary Villas, Ltd. filed with the Florida Department of State on June 10, 1982, as amended by amendment filed with the Florida Department of State on December 16, 1982, as further amended by amendment filed with the Florida Department of State on April 14, 1983, as further amended by amendment filed with the Florida Department of State on December 30, 1983, and as further amended by amendment filed with the Florida Department of State on January 21, 1985. This Amended Certificate shall be effective upon the date of the filing thereof with the Florida Department of State (the "Effective Date").

1. The name of the Limited Partnership is DeBary Villas, Ltd.
2. The address of the office of the Limited Partnership required to be maintained by Section 620.105(1) of the Florida Statutes is: 19 South Woodberry Drive, DeBary, Florida 32713.
3. The name and address of the Limited Partnership's agent for service of process required to be maintained by Section 620.105(2) of the Florida Statutes is: Motolaw, Inc., at 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.
4. The name and business address of the sole General Partner of the Limited Partnership is: Hallmark Group Services of Florida, LLC at 3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339. Hallmark Group Services of Florida, LLC, a Georgia limited liability company, is registered with the Florida Department of State as required by law, and its status is active.
5. The mailing address for the Limited Partnership is: c/o Hallmark Group, 3111 Paces Mill Road, Suite A-250, Atlanta, Georgia 30339.
6. The latest date upon which the Limited Partnership is to dissolve is June 10, 2032.
7. The Limited Partnership Agreement is amended as noted in the attached Addendum.

[END OF PAGE]

H03000239683

07-24-03 09:02 FROM-Akerman Senterfitt

904-354-4459

T-132 P.003/004 F-166

H03000239683

EXECUTED as of the Effective Date.

HALLMARK GROUP SERVICES OF
FLORIDA, LLC, a Georgia limited liability
company, as sole General Partner of DeBary
Villas, Ltd.

By:

Martin H. Petersen
Name: Martin H. Petersen
Title: Manager

H03000239683

H03000239683

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for Callahan Ltd., at the place designated in the Amended and Restated Certificate of Limited Partnership of DeBary Villas, Ltd., the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply, in such capacity, with the applicable provisions of Sections 620.105, 620.1051 and 620.192 of the Florida Statutes.

MOTOLAW, INC., a Florida corporation

By:

Robert S. Shattuck
Name: Robert S. Shattuck
Title: President

DATED: July 23, 2003.

H03000239683

ADDENDUM

**CERTIFICATE OF AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
OF
DEBARY VILLAS, LTD.**

This Certificate of Amendment to Limited Partnership Agreement (this "Certificate") is executed by Hallmark Group Services of Florida, LLC, a Georgia limited liability company ("Hallmark"). Hallmark hereby certifies the following:

1. Hallmark is the general partner of DeBary Villas, Ltd., a Florida limited partnership (the "Limited Partnership").
2. Attached as Exhibit A to this Certificate is that certain Fifth Amendment to Limited Partnership Agreement of DeBary Villas, Ltd. dated as of July 18, 2003 (the "Amendment").

This Certificate is being filed with the Florida Department of State for the sole purpose of satisfying certain requirements of the United States Department of Agriculture Rural Development, and neither this Certificate nor the Amendment is intended or shall be construed as superseding, amending or otherwise affecting in any way that certain Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on July 24, 2003 with respect to the Limited Partnership.

EXECUTED on November 13, 2003.

HALLMARK GROUP SERVICES OF
FLORIDA, LLC, a Georgia limited liability
company, as General Partner of DeBary
Villas, Ltd.

By:

Martin H. Petersen
Martin H. Petersen, Manager

EXHIBIT A

Amendment

FIFTH AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT
OF
DEBARY VILLAS, LTD.

THIS FIFTH AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT is entered into as of the 18th day of May, 2003, by RONNIE C. DAVIS (the "Withdrawing General Partner"), HALLMARK GROUP SERVICES OF FLORIDA, LLC, a Georgia limited liability company (the "Successor General Partner"), and the Limited Partners listed on Exhibit "A" attached hereto and by this reference made a part hereof (the "Limited Partners").

WITNESSETH:

WHEREAS, DeBary Villas, Ltd. (the "Partnership"), is a Florida limited partnership formed with the filing of that certain Limited Partnership Agreement with the Secretary of State of the State of Florida on June 10, 1982, amended by Amendment to Limited Partnership Agreement dated December 6, 1982, filed with the Secretary of State of the State of Florida on December 16, 1982, amended by Second Amendment to Limited Partnership Agreement dated April 6, 1983, filed with the Secretary of State of the State of Florida on April 14, 1983, amended by Third Amendment to Limited Partnership Agreement dated December 9, 1983, filed with the Secretary of State of the State of Florida on _____, and amended by Fourth Amended Certificate of Limited Partnership dated January 11, 1985, filed with the Secretary of State of the State of Florida on January 21, 1985 (the "Partnership Agreement"); and

WHEREAS, the Withdrawing General Partner has, by separate Assignment of General Partner Interest, transferred and assigned all of his right, title and interest as a general partner in the Partnership (the "Interest") to the Successor General Partner; and

WHEREAS, the Partners desire to further amend the Partnership Agreement as set forth herein;

NOW, THEREFORE, for and in consideration of the mutual promises and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby amend the Partnership Agreement as follows:

1. The Withdrawing General Partner hereby withdraws as general partner from the Partnership, and the Successor General Partner is hereby admitted as the General Partner, succeeding to all rights and interests, economic and non-economic, held by the Withdrawing General Partner.

2. Paragraph 4 of the Partnership Agreement is hereby amended by deleting the words "twenty (20) years, and thereafter from year to year" and inserting in lieu thereof: "fifty (50) years".

2. Paragraph 5 of the Partnership Agreement and Certificate is hereby amended to change the principal office of the Partnership to 19 South Woodberry Drive, DeBary, Florida 32713.

3. The schedule of the Partners on Exhibit "A" attached to the Partnership Agreement and Certificate is hereby deleted in its entirety and replaced with Exhibit "A" attached hereto and by this reference made a part hereof.

4. All capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Partnership Agreement.

5. Except as herein and heretofore specifically amended, the Partnership Agreement shall remain and continue in full force and effect.

6. In the event of a conflict between any provision of this Amendment and any provision in the Partnership Agreement, the provisions of this Amendment shall control.

IN WITNESS WHEREOF, the parties hereto have executed and sealed this Amendment as of the day and year first above written.

WITHDRAWING GENERAL
PARTNER:


Ronnie C. Davis

SUCCESSOR GENERAL PARTNER:

HALLMARK GROUP SERVICES OF
FLORIDA, LLC , a Georgia limited
liability company

By: 
Martin H. Petersen, as Manager

LIMITED PARTNERS:

The Limited Partners listed on Schedule
A attached hereto, by the General
Partner, their Attorney In Fact:

HALLMARK GROUP SERVICES OF
FLORIDA, LLC , a Georgia limited
liability company

By: 
Martin H. Petersen, as Manager

DEBARY VILLAS, LTD.

EXHIBIT "A"

GENERAL PARTNER

<u>Name and Address</u>	<u>Interest</u>
Hallmark Group Services of Florida, LLC 3111 Paces Mill Road Suite A-250 Atlanta, Georgia 30339	10%

LIMITED PARTNERS

<u>Name and Address</u>	<u>Interest</u>
Robert O. Wolaver P.O. Box 93 Kilauea, HI 96754	9%
David S. Royal 2302 Hawthorne Trail Lakeland, FL 33803-3037	18%
MacDonell Tyre P.O. Box 935 Flat Rock, NC 28731	9%
Dr. Kent Moeller 1510 Rock Lane Drive Orlando, FL 32802	9%
Estate of Jack L. Gale c/o Jack L. Pyle 126 1 st Street East #109 Tierra Verde, FL 33715	9%

Leon H. Verwest 6928 Old Whiskey Creek Dr. Fort Myers, FL 33919	9%
Richard V. Adams, Sr. 2220 E. Cumming Woods Lane Hendersonville, NC 28739	9%
Fred Newton 10626 East Colonial Drive Orlando, FL 32817	9%
Richard H. Adams, Jr. 57 Signature Lane Burnsville, NC 28714	9%