

# A12654

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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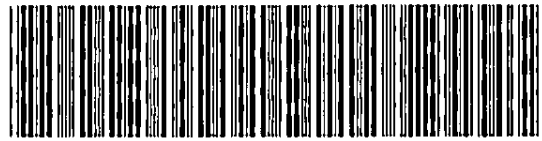
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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18 NOV -1 PM 1:51  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

K. SALY  
NOV 8 2018

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 467585 9666A  
AUTHORIZATION :   
COST LIMIT : \$ 52.50

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ORDER DATE : November 1, 2018  
ORDER TIME : 1:17 PM  
ORDER NO. : 467585-005  
CUSTOMER NO: 9666A

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DOMESTIC AMENDMENT FILING

NAME: PENDRYVILLAS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Emily Croft -- EXT# 62925

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 2, 2018

CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: PENDRYVILLAS, LTD.  
Ref. Number: A12654

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for PENDRYVILLAS, LTD. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

Because our records do not indicate a previous amended and restated certificate of limited partnership filed, the document should be entitled appropriately. Please see chapter 620.1202 (7), Florida Statutes and update the document accordingly. We do not file partnership agreements. Therefore, the word "agreement" should not be included in the heading.

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) 245-6051.

Michelle Milligan  
Senior Section Administrator

Letter Number: 018A00022696

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP OF PENDRYVILLAS, LTD.**

PENDRYVILLAS, LTD, A FLORIDA LIMITED PARTNERSHIP (the "*Partnership*"), hereby submits the following Certificate of Amendment to its Limited Partnership Certificate pursuant to F.S. 620.1202, and states as follows:

1. The name of the Partnership is Pendryvillas, Ltd.
2. The date of filing the initial Certificate of Limited Partnership for this Partnership was June 11, 1982.
3. The Partnership number established by the Secretary of State, State of Florida is A12654.
4. The Certificate of Partnership has been amended and restated by Amended and Restated Limited Partnership Certificate and Agreement filed with the Department of State, State of Florida on November 12, 1982, by Certificate of Amendment filed October 22, 1998, by Certificate of Amendment filed October 26, 2009, and by Certificate of Amendment filed March 15, 2010 (the Certificate of Limited Partnership as previously amended and restated hereinafter the "*Certificate and Agreement of Limited Partnership*").
5. As of the last amendment to the Certificate and Agreement of Limited Partnership the general and limited Partners of the Partnership were William A. Harmening (1.25% interest as General Partner and 47.5% interest as Limited Partner); Sue B. Lewis (1.25% interest as General Partner and 15.75% interest as Limited Partner); Roger A. Pierce (1.25% interest as General Partner and 15.75% interest as Limited Partner); and Regina D. Howard (1.25% interest as General Partner and 15.75% interest as Limited Partner).
6. On or about October 3, 2016, William A. Harmening passed away and Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18 is the successor in any and all interest of William A. Harmening in and to the Partnership.
7. Section 8.1 of the Certificate and Agreement of Limited Partnership provides, in part, that:

*"A General Partner who retires, dies, or withdraws as a General Partner, or who is removed or for any reason ceases to be a General Partner, shall not forfeit any right to receive any distributions or payments under Articles VI and VII or any interest in Partnership profits, property and any amount contained in its respective Capital Account and shall be treated for purposes of management of the Partnership as a Limited Partner."*
8. The General Partners and Limited Partners of the Partnership desire to evidence the substitution of Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18 as a General Partner of the Partnership (with regard to a 1.25% financial interest in the Partnership but without the right to participate in the management thereof) and as a Limited Partner (with a 47.75% interest in the Partnership).
9. The General Partners and Limited Partners acknowledge that, as a result of the foregoing the General Partners shall have a 5% financial interest in the residuals or refinancing proceeds in accordance with the Partnership Organizational Documents, apportioned 1.25% to Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18 (but without the right to participate in the management of the Partnership), 1.25% to Sue B. Lewis, 1.25% to Roger A. Pierce, and 1.25% to Regina D. Howard. The General Partners will maintain a minimum 5%

financial interest in the residuals or refinancing proceeds in compliance with Rural Development's requirements and regulations.

10. Amendment of Section 1.7. Section 1.7 of the Certificate and Agreement of Limited Partnership is hereby amended to read as follows:

1.7 General Partners. Sue B. Lewis, Roger A. Pierce, Regina D. Howard and Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18 and all persons who shall act or serve as successors to or an addition to them, or one of them, in the capacity of a General Partner within the meaning and as defined in the Partnership law.

11. Amendment of Section 2.6. Section 2.6 of the Certificate and Agreement of Limited Partnership is hereby amended and shall henceforth read as follows:

2.6 Name and Residences of Partners.

- a. The names and addresses of the General Partners are as follows:

Sue B. Lewis	10 Coffee Pot Rock Road Sedona, AZ 86351
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Roger A. Pierce	2450 Shelby Lane Clermont, FL 34711
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Regina D. Howard	2086 Darlington Drive The Villages, FL 32162
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Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18	PO Box 149546 Orlando, FL 32814-9546
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- b. The names and addresses of the Limited Partners are as follows:

Sue B. Lewis	10 Coffee Pot Rock Road Sedona, AZ 86351
--------------	---

Roger A. Pierce	2450 Shelby Lane Clermont, FL 34711
-----------------	--

Regina D. Howard	2086 Darlington Drive The Villages, FL 32162
------------------	---

Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18	PO Box 149546 Orlando, FL 32814-9546
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12. Amendment of Article V. In recognition that Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18 will have no authority with regard to the management

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of the Partnership any reference in Article V of the Certificate and Agreement of Limited Partnership to "General Partners" shall be to Roger A. Pierce, Regina D. Howard, and Sue B. Lewis.

13. Amendment to Article XI. In recognition that Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18 will have no authority with regard to the management of the Partnership any reference in Article XI of the Certificate and Agreement of Limited Partnership to "General Partners" shall be to Roger A. Pierce, Regina D. Howard, and Sue B. Lewis.
14. Amendment of Section 12.6. In recognition that Joshua William Harmening, as Trustee of the Living Trust Dated 1-8-18, will have no authority with regard to the management of the Partnership any reference in Section 12.6 of the Certificate and Agreement of Limited Partnership to "General Partners" shall be to Roger A. Pierce, Regina D. Howard, and Sue B. Lewis.
15. Reaffirmation. Except as hereby amended all terms, covenants and conditions of the Certificate and Agreement of Limited Partnership are hereby reaffirmed and ratified.

IN WITNESS WHEREOF, the parties have executed this Certificate of Amendment effective the 12<sup>th</sup> day of October, 2018.

Signed and sealed in our presence as witnesses:

Witness #1:  
Susan H. LaGuardia  
Signature  
Susan H. LaGuardia  
Print Witness #1 Name

Sue B. Lewis  
Signature  
SUE B. LEWIS

Witness #2:  
John S. Sexton  
Signature  
John S. Sexton  
Print Witness #2 Name

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Signed and sealed in our presence as witnesses:

Witness #1:  
\_\_\_\_\_  
Signature  
\_\_\_\_\_  
Print Witness #1 Name

\_\_\_\_\_  
ROGER A. PIERCE

Witness #2:  
\_\_\_\_\_  
Signature  
\_\_\_\_\_  
Print Witness #2 Name

of the Partnership any reference in Article V of the Certificate and Agreement of Limited Partnership to "General Partners" shall be to Roger A. Pierce, Regina D. Howard, and Sue B. Lewis.

13. Amendment to Article XI. In recognition that Joshua William Harmening, as Trustee of the Joshua William Harmening Living Trust Dated 1-8-18 will have no authority with regard to the management of the Partnership any reference in Article XI of the Certificate and Agreement of Limited Partnership to "General Partners" shall be to Roger A. Pierce, Regina D. Howard, and Sue B. Lewis.
14. Amendment of Section 12.6. In recognition that Joshua William Harmening, as Trustee of the Living Trust Dated 1-8-18, will have no authority with regard to the management of the Partnership any reference in Section 12.6 of the Certificate and Agreement of Limited Partnership to "General Partners" shall be to Roger A. Pierce, Regina D. Howard, and Sue B. Lewis.
15. Reaffirmation. Except as hereby amended all terms, covenants and conditions of the Certificate and Agreement of Limited Partnership are hereby reaffirmed and ratified.

IN WITNESS WHEREOF, the parties have executed this Certificate of Amendment effective the 12th day of October, 2018.

Signed and sealed in our presence as witnesses:

Witness #1:

Signature

SUE B. LEWIS

Print Witness #1 Name

Witness #2:

Signature

Print Witness #2 Name

Signed and sealed in our presence as witnesses:

Witness #1:

Signature

Carissa D. Latham

Witness #2:

Signature

TAMARA A. LEWELL

ROGER A. PIERCE

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Signed and sealed in our presence as witnesses:

Witness #1:

Barbara Callaghan  
Signature

Barbara Callaghan  
Print Witness #1 Name

Regina D. Howard  
REGINA D. HOWARD

Witness #2:

Jocelyn Chapman  
Signature

Jocelyn Chapman  
Print Witness #2 Name

Signed and sealed in our presence as witnesses:

Witness #1:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Witness #1 Name

\_\_\_\_\_  
JOSHUA WILLIAM HARMENING, AS TRUSTEE  
OF THE JOSHUA WILLIAM HARMENING  
LIVING TRUST DATED 1-8-18

Witness #2:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Witness #2 Name

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TALLAHASSEE, FLORIDA



Signed and sealed in our presence as witnesses:

Witness #1:

Signature

REGINA D. HOWARD

Print Witness #1 Name

Witness #2:

Signature

Print Witness #2 Name

Signed and sealed in our presence as witnesses:

Witness #1:

Signature

Print Witness #1 Name

Witness #2:

Signature

Print Witness #2 Name

JOSHUA WILLIAM HARMENING, AS TRUSTEE  
OF THE JOSHUA WILLIAM HARMENING  
LIVING TRUST DATED 1-8-18

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