

Document Number Only

A14022

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 PM 4:02

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002763443-12
-02/03/99-01046-005
*****52.50 *****52.50

St. Charles ASSOCIATES, LTD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 PM 4:03

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other UCC Filing

☐ Change of R.A.

☐ Fic. Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

JEFFREY D. BUTTERFIELD



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 3, 1999

CT SYSTEM

SUBJECT: ST. CHARLES ASSOCIATES, LTD.
Ref. Number: A14022

*walk-in
pick-up*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 PM 4:03

We have received your document for ST. CHARLES ASSOCIATES, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 899A00004768

*ATTN: Tammi
Cline
Phone Backlog*

RECEIVED

99 FEB -3 PM 4:01
DIVISION OF CORPORATION

File and

RECEIVED
99 FEB -8 AM 10:58
DIVISION OF CORPORATION

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP AND
SEVENTEENTH AMENDMENT TO AGREEMENT OF
LIMITED PARTNERSHIP OF ST. CHARLES ASSOCIATES, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 PM 4:03

Reference is hereby made to that certain Certificate and Agreement of Limited Partnership of St. Charles Associates, Ltd., executed by the parties hereto on November 30, 1981 and recorded November 30, 1981 at Book 3633, Page 1512 in the official records of Palm Beach County, Florida; the first Amendment dated December 9, 1982 and recorded December 10, 1982 at Book 3841, Page 501 in the official records of Palm Beach County, Florida and filed with the Department of State for the State of Florida on February 16, 1983; the second Amendment to the above Certificate and Agreement, which Amendment was dated February 1, 1983 and recorded February 2, 1983 at Book 3874, Page 111 in the official records of Palm Beach County, Florida and filed with the Department of State for the State of Florida on February 16, 1983; the third Amendment to the above Certificate and Agreement, which Amendment was dated June 10, 1983 and recorded June 21, 1983 at Book 3971, Page 1725 in the official records of Palm Beach County, Florida and filed with the Department of State for the State of Florida on June 17, 1983; the Fourth Amendment to the above Certificate and Agreement, which Amendment was dated September 1, 1983, recorded November 14, 1983 at Book 4085, Page 1024, in the official records of Palm Beach County, Florida and filed with the Department of State for the State of Florida on September 23, 1983; the Fifth Amendment to the above Agreement, which Amendment was dated January 1, 1990; the Sixth Amendment to the above Agreement, which Amendment was dated September 15, 1990; the Seventh Amendment to the above Agreement, which Amendment was dated December 17, 1990; the Eighth Amendment to the above Agreement, which Amendment was dated January 2, 1991; the Ninth Amendment to the above Agreement, which Amendment was dated January 1, 1991; the Tenth Amendment to the above Agreement, which Amendment was dated October 12, 1993; the Eleventh Amendment to the above Agreement, which Amendment was dated April 25, 1994; the Twelfth Amendment to the above Agreement, which Amendment was dated December 22, 1994; the Thirteenth Amendment to the above Agreement, which Amendment was dated June 1, 1995; the Fourteenth Amendment to the above Agreement, which Amendment was dated January 1, 1996; the Fifteenth Amendment to the above Agreement and Certificate, which Amendment was dated January 1, 1997 and filed with the Department of State for the State of Florida on August 25, 1997; and the Sixteenth Amendment to the above Agreement, which Amendment was dated August 13, 1997.

Pursuant to the provisions of Section 620.109, Florida Statutes, St. Charles Associates Ltd., hereby adopts the following Certificate of Amendment to its Certificate of Limited Partnership and Seventeenth Amendment to its Agreement of Limited Partnership:

Recitals

WHEREAS, pursuant to a Purchase and Redemption Agreement, Senior Campus Living, LLC, has assigned its 99.99% general partnership interest in the Partnership and 100% of its limited partnership interest in the Partnership to Charlestown Community, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 9 PM 4: 03

WHEREAS, pursuant to a Purchase and Redemption Agreement, SCL Partner, Inc. has assigned its .01% general partnership interest in the Partnership to Charlestown Community Real Estate, LLC;

NOW THEREFORE, the aforementioned Certificate and Agreement of Limited Partnership of St. Charles Associates, Ltd. is hereby amended in the following manner

FIRST: As of the effective date of this Amendment, Senior Campus Living, LLC and SCL Partner, Inc. have withdrawn as General Partners of the Partnership. The Substituted General Partners are Charlestown Community, Inc., owning 99.99% of the general partnership interest in the Partnership, and Charlestown Community Real Estate, LLC, owning .01% of the general partnership interest in the Partnership. *715 Maiden Choice Lane
Baltimore, MD 21226*

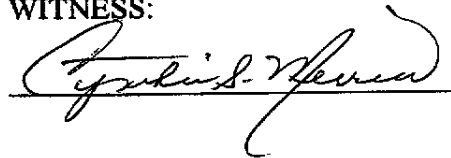
SECOND: As of the effective date of this Amendment, the sole limited partner of the Partnership is Charlestown Community, Inc.

THIRD: The effective date of this Amendment is the date of filing.

IN WITNESS WHEREOF, each Withdrawing General Partner and each Substituted General Partner, on behalf of the Partnership and as Attorney in Fact for the Limited Partners, has hereunto set his/her hand to the Seventeenth Amendment to the Certificate and Agreement of Limited Partnership of St. Charles Associates, Ltd., effective as of the date specified above.

WITHDRAWING GENERAL PARTNERS

WITNESS:



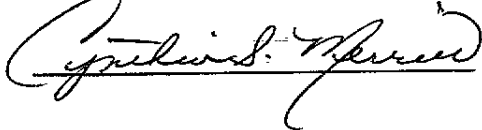
SENIOR CAMPUS LIVING, LLC

By: Bernard M. Hill

Title: Executive Vice-President

Date: 1/29/99

WITNESS:



SCL PARTNER, INC.

By: Bernard M. Hill

Title: Treasurer

Date: 1/29/99

SUBSTITUTED GENERAL PARTNERS

WITNESS:

Carl B. Ugen

CHARLESTOWN COMMUNITY, INC.

By: Daniel D. [Signature]

Title: S. Vice-President

Date: 1/29/99

WITNESS:

Carl B. Ugen

CHARLESTOWN COMMUNITY REAL
ESTATE, LLC

By: D.C. [Signature]

Title: Vice-President

Date: 1/29/99

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION
99 FEB -9 PM 4:03