

A14326

The Eagles, Ltd

Requestor's Name

16101 Nine Eagles Dr.

Address

Odessa, FL 33556

City/State/Zip

Phone #

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 12 AM 8:38

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Eagles, Ltd / A14326
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2. _____
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3. _____
(Corporation Name) (Document #) 800002378988 -- 8
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

COR APAMRC

C. TAX FILING 52.50
R. AGENT FEE
C. COPY
TOTAL 52.50
N. BANK
BALANCE DUE
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Examiner's Initials

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE EAGLES, LTD.**

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Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on April 12, 1983, and thereafter amended by certificates of amendment filed with the Florida Department of State on March 20, 1985, and January 27, 1989, hereby adopts the following Amended and Restated Certificate of Limited Partnership:

FIRST: The name of the limited partnership is The Eagles, Ltd. (hereinafter referred to as the "Limited Partnership"). The name under which the Limited Partnership was originally formed was The Village at Eagle's Run, Limited.

SECOND: The Certificate of Limited Partnership is being amended to effect the following changes:

A. Article 4 is hereby amended as follows:

(1) Alfred A. Giardino, Harold A. Reinauer, and James A. Flynn have died and are no longer general partners, and Andrew J. Corbett, Jr. has withdrawn as a general partner.

(2) The address of one of the general partners, Constantine P. Lambos, has been changed to 16101 Nine Eagles Drive, Odessa, Florida 33556.

(3) Lucie M. Giardino, as Executrix of the Estate of Alfred A. Giardino, whose address is 4600 Fieldston Road, Bronx, New York 10471 has been admitted to the Limited Partnership as a general partner.

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(4) The following have been admitted to the Limited Partnership as
limited partners:

Estate of James A. Flynn
61 Eckerd Drive
Berkeley Springs, West Virginia 25411

Dace Reinauer
16164 Craigend Place
Odessa, Florida 33556

Franklin Reinauer
16158 Craigend Place
Odessa, Florida 33556

B. Article 3 is hereby amended to change the location of the principal place of business of the
Limited Partnership to 16101 Nine Eagles Drive, Odessa, Florida 33556.

C. Articles 2, 6, 7, 8, 9 and 10 are deleted, since the terms and provisions of those articles are
now set forth in an Agreement of Limited Partnership, dated February 1989, which has been signed
by all general and limited partners of the Limited Partnership.

THIRD: The Certificate of Limited Partnership is hereby restated in its entirety as amended
to read as follows:

1. The name of the limited partnership is The Eagles, Ltd. (which hereinafter will be
referred to as the "Limited Partnership").

2. The principal office of the Limited Partnership is located at 16101 Nine Eagles
Drive, Odessa, Florida 33556.

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3. Mary D. Kaufenberg, whose address is U.S. 9S. (Innisbrook), Box 1088, Tarpon Springs, Florida 34688, is designated to be the registered agent of the Limited Partnership upon whom process against the Limited Partnership may be served.

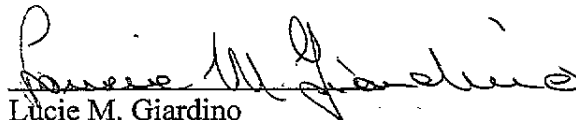
4. The names and addresses of every general partner and every limited partner are set forth in Schedule "A" hereto.

5. The term of the Limited Partnership shall be for thirty (30) years ending April 12, 2013, unless terminated sooner by agreement of the partners or by operation of law.

IN WITNESS WHEREOF, the undersigned consisting of one of the original general partners and each other general partner designated in this amended and restated certificate of limited partnership have executed this Amended and Restated Certificate of Limited Partnership this 3^d day of December, 1997, and affirm that this Amended and Restated Certificate of Limited Partnership has been duly executed and is being filed in accordance with section 620.109 of the Florida Statutes.



Constantine Peter Lambos
Current General Partner



Lucie M. Giardino
New General Partner

**Supplement Affidavit
of Capital Contributions
of
The Eagles, Ltd.**

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STATE OF NEW YORK

COUNTY OF NEW YORK

)
)ss.:
)

Constantine Peter Lambos, being duly sworn, deposes and says:

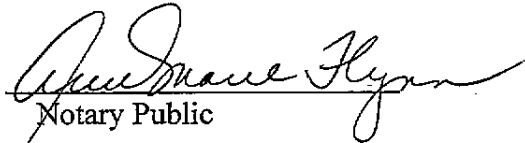
1. I am a general partner of The Eagles, Ltd., a Florida limited partnership.
2. Pursuant to section 620.112 of the Florida Statutes, I hereby declare that the

amount of the capital contributions of the limited partners of The Eagles, Ltd. totals

\$ 100.00


Constantine Peter Lambos

Sworn to before me this
3rd day of December, 1997


Notary Public

ANN MARIE FLYNN
Notary Public, State of New York
No. 4809752
Qualified in New York County
Commission Expires 10/31/99

212 797 9213

SEP-17-1997 13:59 FROM LAMBOS & JUNGLE - NEW YORK TO EAGLES

P.06/07

SCHEDULE "A"

Partners of The Eagles Ltd.

The General Partners and their addresses are as follows:

Constantine Peter Lambos
16101 Nine Eagles Drive
Odessa, Florida 33556

Lucie Giardino, as Executrix of the
Estate of Alfred A. Giardino
4600 Fieldston Road
Bronx, New York 10471

Mary D. Kaufenbeg
16101 Nine Eagles Drive
Odessa, Florida 33556

Donato Caruso
30-A Robin Hill Road
Scarsdale, New York 10583

Denis M. Leahy
12718 Burmah Court
Odessa, Florida 33556

Richard P. Lerner
81-27 188th Street
Hollis, New York 11473

W. Donald Nyland
20 Puritan Avenue
Yonkers, New York 10710

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SCHEDULE "A"

Limited Partners of The Eagles Ltd.

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The Limited Partners and their addresses are as follows:

David and Nancy Bilheimer
1500 Palisades Avenue
Apt. 22-A
Fort Lee, New Jersey 07024

Alan R. Davidson
754 Magellan Drive
Sarasota, Florida 34243

Karen Dickman
239 Devon Road
Tenafly, New Jersey 07670

Keith Dodwell
7 Tobin Court
West Riding
Hockessin, Delaware 19707

Estate of James A. Flynn
61 Eckerd Drive
Berkeley Springs,
West Virginia 25411

George Pasis
16154 Craigend Place
Odessa, Florida 33556

Dace Reinauer
16164 Craigend Place
Odessa, Florida 33556

Franklin Reinauer
16158 Craigend Place
Odessa, Florida 33556

31798/Dan/
28300-00/003/

TOTAL P.07