

# A 15167



ACCOUNT NO. : 072100000032

REFERENCE : 812096 4719393

AUTHORIZATION : *Patricia P/05 08*  
COST LIMIT : \$ *100.50*

ORDER DATE : May 8, 1998

ORDER TIME : 11:17 AM

ORDER NO. : 812096-005

600002517436--2

CUSTOMER NO: 4719393

CUSTOMER: Ms. Kathleen Murray  
Resch Polster Alpert & Berger  
Fourth Floor  
10390 Santa Monica Boulevard  
Los Angeles, CA 90025-5058

DOMESTIC AMENDMENT FILING

NAME: NEPTUNE PARTNERS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

## A 15167

Name	PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		
Availability	<u>XX</u>	CERTIFIED COPY	
Document	<u>      </u>	PLAIN STAMPED COPY	
Examiner	<u>      </u>	DCC CERTIFICATE OF GOOD STANDING	
Initiator	DCC		
CONTACT PERSON: Daniel W Leggett			
Initiator	DCC		
Reviewer	DCC		
Adm. Acknowledgement	DCC		
Final Verifier	DCC		

EXAMINER'S INITIALS:

RECEIVED  
98 MAY -8 PM 12:11  
DIVISION OF CORPORATION

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -8 PM 2:39

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
NEPTUNE PARTNERS, LTD.**

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Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate of Limited Partnership was filed with the Florida Department of State on August 25, 1983, under File Number L.P. 15167, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

**FIRST: Amendments:**

- (a) Article II of the Certificate of Limited Partnership is amended to read as follows:

"II. The character of the business:

The Partnership was organized for the following purposes:

1. To acquire, own, develop, manage, rent and operate (a) that certain mobile home park commonly known as Neptune Mobile Village, located at 2525 Gulf City Road, Ruskin, Florida ("Neptune"), (b) that certain mobile home park commonly known as Chulavista Mobile Home Park, located at 1701 Gulf Road, Ruskin, Florida, (c) that certain recreational vehicle park commonly known as Hide-A-Way R.V. Resort, located at 2206 Chaney Drive, Ruskin, Florida, (d) a condominium commonly known as 11000 Placida Road, Unit 1802, Placida, Florida and (e) personal property related to the maintenance or operations of the foregoing (collectively, the "Property").

2. To perform any acts necessary or convenient to accomplish, or in connection with, the foregoing purposes."

- (b) Article III of the Certificate of Limited Partnership is amended to read as follows:

"III. The location of the principal place of business of the partnership:

The partnership's principal place of business will be at 2525 Gulf City Road, Ruskin, Florida 33570."

(c) Article IV of the Certificate of Limited Partnership is amended to read as follows:

"IV. The name and place of residence of each member, general and limited partners being respectively designated:

<u>General Partners</u>	<u>Place of Residence</u>
WMI Corporation	P.O. Box 329 Placida, Florida 33946
<u>Limited Partners</u>	<u>Place of Residence</u>
James A. Winther	P.O. Box 329 Placida, Florida 33946
3-M Trust	73160 Irontree Drive Palm Desert, California 92260"

(d) Article V of the Certificate of Limited Partnership is amended to read as follows:

"V. The term for which the partnership is to exist:

The term of the Partnership shall be from the date of its formation until dissolution, which shall occur upon the earliest of the following (unless dissolved earlier by operation of law); provided, however, that for so long as any indebtedness is owing by the Partnership to Heller Financial, Inc., ("Heller") or its assigns, in connection with any loan or loans made to the Partnership by Heller, the provisions of subparagraphs 2 and 3 below shall not be applicable to the dissolution of the Partnership. The provisions of subparagraphs 2 and 3 shall only apply at any time after the indebtedness to Heller or its assigns has been paid in full.

1. December 31, 2028;
2. The written consent or affirmative vote to dissolve and terminate the Partnership of all Partners; or
3. The disposition of all or substantially all of the Partnership's assets, unless the Partners agree to reinvest the proceeds of such disposition."

**SECOND:** This Certificate of Amendment shall be effective at the time of its filing with the Florida Department of State.

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IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership has been duly executed as of April 1, 1998.

GENERAL PARTNER

WMI CORPORATION  
a Florida corporation

By   
James A. Winther, President

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