

A18402

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

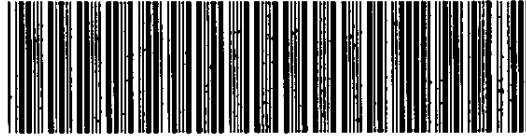
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400286366664

06/21/16--01011--027 **52.50

FILED JUN 20 PM 4:50

2016 JUN 20 PM 4:50

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUN 23 AM 11:09

JUN 21 2016

S. YOUNG

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Raintree Apartments II, Ltd.
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

April Cliche
Contact Person
Hallmark Group Services, LLC
Firm/Company
3111 Paces Mill Road, Suite A-250
Address
Atlanta, GA 30339
City, State and Zip Code
acliche@hallmarkco.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

April Cliche at (770) 984-2100 ext. 118
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$52.50 Filing Fee ☐ \$61.25 Filing Fee and Certificate of Status ☐ \$105.00 Filing Fee and Certified Copy ☐ \$113.75 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA
JUN 11 2003
PM 1:10

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Raintree Apartments II, Ltd.

Insert name currently on file with Florida Department of State

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on November 29, 1984, assigned Florida document number A18402, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

New name must be distinguishable and contain an acceptable suffix.

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address:

(Must be STREET address)

New Mailing Address:

(May be post office box)

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida street address

_____, Florida _____

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

If Changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
GP	Hallmark Group Service	3111 Paces Mill Road Suite A-250 Atlanta, GA 30339	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
GP	Xebec, Incorporated	3111 Paces Mill Road Suite A-250 Atlanta, GA 30339	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

FILED
CLERK OF SUPERIOR COURT
JAN 23 2011 10:10
ATLANTA, GA

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- ☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- ☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: *If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)*

F. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Effective date, if other than the date of filing: _____

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)

Martin H. Petersen
Martin H. Petersen, Manager
Martin H. Petersen
Martin H. Petersen, President

Hallmark Group Services, LLC
Xebec, Incorporated

Signature(s) of all new or dissociating general partner(s), if any:

Martin H. Petersen
Martin H. Petersen, President

Xebec, Incorporated

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

FOURTH AMENDMENT
TO
AMENDED & RESTATED LIMITED PARTNERSHIP AGREEMENT
AND CERTIFICATE
OF RAINTREE APARTMENTS II, LTD.,
A FLORIDA LIMITED PARTNERSHIP

FILED
JUN 20 2016
16 JUN 20 AM 11:10
TALLAHASSEE, FLORIDA

THIS AMENDMENT (the "Amendment") to the Agreement of Limited Partnership of Raintree Apartments II, Ltd, a Florida Limited Partnership, (the "Partnership") dated November 23, 1984, as amended by that Amended and Restated Limited Partnership Agreement of Raintree Apartments II, Ltd., a Florida Limited Partnership dated December 31, 1985, and as amended by that Certificate of Amendment dated October 25, 1991, is made and entered into as of June 1, 2016, effective as of the Effective Date defined below, by and among HALLMARK GROUP SERVICES, LLC, a Georgia limited liability company, authorized to do business in Florida (the "General Partner"); and XEBEC, INCORPORATED, a Florida corporation ("Withdrawing General Partner").

RECITALS:

A. The Partnership was formed pursuant to the filing of its Certificate of Limited Partnership with the Florida Secretary of State (the "Certificate"). The Partnership is governed by its Limited Partnership Agreement of Raintree Apartments II, Ltd., a Florida Limited Partnership (the "Partnership") which Certificate of Limited Partnership was filed with the Florida Secretary of State on November 29, 1984, and which Amended and Restated Limited Partnership Agreement of Raintree Apartments II, Ltd., is dated December 1, 1985, and filed with the Florida Secretary of State on December 31, 1985 and that certain Certificate of Amendment dated October 25, 1991, (collectively the "Partnership Agreement), and that certain Third Amendment to Amended and Restated Limited Partnership Agreement and Certificate of Raintree Apartments II, Ltd., a Florida Limited Partnership, dated April 30, 2016 and filed with the Florida Secretary of State on May ___, 2016.

B. The parties hereto now desire to amend the Partnership Agreement to reflect (i) the transfer of the Withdrawing General Partner to existing General Partner (ii) the withdrawal of Withdrawing General Partner from the Partnership and the admission of the existing General Partner as sole General Partner into the Partnership and (iii) certain other matters set forth herein.

C. The parties understand that, following the Effective Date, the Sole General Partner intends to cause the Partnership to continue to operate, as affordable housing, the Partnership's apartment complex known as Raintree Apartments II (the "Apartment Complex").

NOW THEREFORE, pursuant to the provisions of the Partnership Agreement, the same is hereby amended by the parties as follows:

1. Withdrawing General Partner hereby withdraws as general partner from the Partnership, and existing General Partner is hereby admitted as sole general partner, succeeding to all rights and interests, economic and non-economic, held by Withdrawing General Partner. General Partner hereby accepts and agrees to be bound by all the terms and provisions of the Partnership Agreement, all to the same extent and under the same terms as Withdrawing General Partner.

2. The sole GP Interest shall be held by HALLMARK GROUP SERVICES, LLC, a Georgia limited liability company, authorized to do business in Florida.

3. General Partner hereby agrees to undertake any and all filings with third parties that may be required in connection with the transfer described herein.

4. General Partner will take all reasonable measures to ensure that all tax returns are filed timely as soon as General Partner has authority to do so.

5. In the event General Partner shall default in its obligations to timely make a required tax filing, then Withdrawing General Partner shall be entitled to engage its own accountants, at the expense of General Partner, to remedy General Partner's default. In the event Withdrawing General Partner shall do so, General Partner shall, to the best of its ability, cooperate with and assist Withdrawing General Partner in connection with such remedy.

6. Withdrawing General Partner is the intended beneficiary of Section 6 hereof. Accordingly, neither General Partner, nor their successors in interest or transfers shall amend the provisions of Section 6 hereof absent the prior written consent of Withdrawing General Partner, or, in the case of Section 6 the prior complete compliance with the terms thereof.

7. General Partner represents, warrants and covenants that the Certificate is in full force and effect and has not been amended. General Partner represents that the Partnership Agreement is in full force and effect in accordance with its terms and has not been amended, and that there are no breaches or defaults, and no events which would constitute a breach or default with the passage of time, the giving of notice, or the satisfaction of other procedural requirements, by any party under the Partnership Agreement. General Partner represents, warrants and covenants that any

1-20-2023 11:10

further transfer of the Interests shall be consummated in such manner as to prevent the termination of the Partnership as a limited partnership under local law.

8. The sole General Partner hereby agrees to continue the Partnership pursuant to the Partnership Agreement.

9. The effective date of this Amendment (the Effective Date) shall be June 1, 2016.

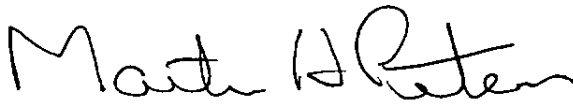
10. In all other respects, the Partnership Agreement shall continue in full force and effect and is hereby ratified and confirmed by the undersigned.

11. This Amendment may be signed in two or more counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same document.

12. Defined terms used but not defined herein shall have the respective meanings ascribed to them in the Partnership Agreement.

13. Schedule A is attached hereto setting forth the Certificate of Limited Partnership and interests of the partners.

WITHDRAWING GENERAL PARTNER:



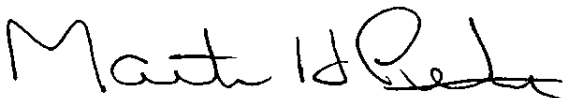
BY: XEBEC, INCORPORATED

By: Martin H. Petersen

Its: President

GENERAL PARTNER:

HALLMARK GROUP SERVICES, LLC,
A Georgia limited liability company
authorized to do business in Florida



BY: MARTIN H. PETERSEN

ITS: Managing Member

FILED
SECRETARY OF STATE
JAN 23 2016 10:10

Fourth Amendment to Amended &
Restated
Limited Partnership Agreement

of

(RAINTREE APARTMENTS II, LTD.)

CERTIFICATE OF LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Interest in Equity</u>	<u>% Interest in Profits & Losses</u>
-------------------------	---------------------------	---

GENERAL PARTNER:

HALLMARK GROUP SERVICES, LLC, a Georgia limited liability company, authorized to do business in Florida 3111 Paces Mill Road, #A-250 Atlanta, GA 30339	5.0%	5.0%
--	------	------

LIMITED PARTNERS:

Class B Limited Partner

Louis J. Titus
36 Washington Street
Wellesley Hills, MA 02181

Investor Limited Partners

Kenneth R. Kase & Grady S. Kase, as Trustees of Kase Family Trust 9 Longfellow Road Wayland, MA 01778	15.83%	15.83
---	--------	-------

Marc J. Homer & Dian B. Homer, JTWROS 33 Old Connecticut Path Wayland, MA 01778	15.83%	15.83%
--	--------	--------

16 JUL 20 AM 11:10
STAMPED
RECEIVED
16 JUL 20 AM 11:10

Investor Limited Partners

Carl E. Hanson & Singe A. Hanson, JTWROS 40 Springs Road Bedford, MA 01730	15.83%	15.83%
Richard B. MacInnes & Carol MacInnes, JTWROS 105 Milford Street Medway, MA 02053	15.83%	15.83%
Leland G. Freeman & Anne W. Freeman, JTWROS 16 Tucker Street Natick, MA 01760	7.920%	7.920%
Louis J. Titus, Trustee LJT Investment Associates Trust 36 Washington Street Wellesley Hills, MA 02181	0.010%	0.010%
Albert A. Marcotte 20 Pilgrim Street Abington, MA 02351	23.750%	23.750%

FILED
SECRETARY OF STATE
TALL MADRASSEE FLD 08/26
40 JUN 20 AM 11:10

Raintree Apts II Ltd
Raintree II OP BOA 4722

Vendor
Florida Department of State

Vendor ID
FLSECSTATE6327 00000000000258497

Payment Number
06/07/2016

Check Number
00002158

Invoice Number	Date	Description	Amount	Discount	Paid Amount
052616	05/26/2016	GP 4TH AMENDMENT FILE	\$52.50	\$0.00	\$52.50

Registration Section - Division of Corporations
PO Box 6327
Tallahassee, FL 32314

TOTALS: \$52.50 \$0.00 \$52.50

THIS CHECK IS VOID WITHOUT A BLUE & BURGUNDY BACKGROUND AND AN ARTIFICIAL WATERMARK ON THE BACK - HOLD AT ANGLE TO VIEW

Raintree Apts II Ltd
Raintree II OP BOA 4722
3111 Paces Mill Road
Suite A-250
Atlanta, GA 30339

Bank of America
Tampa, FL 33622

063100277

Jun 7, 2016
DATE

00002158
CHECK NO.

Pay Fifty Two Dollars And 50 Cents

\$52.50

to the Order of:
Florida Department of State
Registration Section - Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Martin J. Peterson

00002158063100277003446334722

16 JUN 20 AM 11:10
TALLAHASSEE, FL 32314

CHECK REQUEST FORM

Form Last Revised: 08/27/15

5/26/16

The Hallmark Companies, Inc.

296

Property Number

Entity Name: Raintree Apartments II, Ltd.

Vendor Name: Florida Department of State Reg. Section

Remittance Address

Division of Corporations

P. O. Box 6327

☐ New Address?

Tallahassee

FL

32314

Invoice Description: (30 Characters)

GP 4th amendment file

Invoice Date: (mm/dd/yy)

5/26/2016

Vendor ID:

(ID from Vendor List Provided By Home Office)

Invoice Number: (18 Characters)

052616

Invoice Amount:

52.50

G/L Acct Code

G/L Account Description

Amount to Apply to G/L Acct

6345

Recording/Filing Fees

\$ 52.50

FILED
CLERK OF STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
16 JUN 20 AM 11:10

Line Item Totals Must Equal Invoice Total From Above:

52.50

Replacement Reserve Plan

☐ Not Replaced

☐ Partial Total Number on Invoice

☐ Partially Replaced

☐ Full Replacement

Special Mailing & Handling Instructions / Comments / Explanations

DATE CHECK NEEDED

Please give check to April - thank you!

Approvals

Signature indicates work was done and/or services were rendered and the invoice is approved for payment.

April L. Clide
Regional Manager

5/26/16

Date

MJP
Regional Manager

5/26/16

Date



June 16, 2016

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314
16 JUN 20 AM 11:10

RE: Raintree Apartments II, Ltd.
Removal of General Partner

To Whom it May Concern:

Please find enclosed the following documents regarding our request for filing the Certificate of Amendment for Raintree Apartments II, Ltd.:

- Completed Cover Letter and completed Certificate of Amendment to Certificate of Limited Partnership of Raintree Apartments II, Ltd. removing Xebec, Incorporated as General Partner leaving Hallmark Group Services, LLC as sole General Partner
- Attachment – Fourth Amendment of Amended and Restated Limited Partnership Agreement and Certificate of Raintree Apartments II, Ltd., a Florida Limited Partnership
- Our check in the amount of \$52.50 as filing fee

Please let me know if we may be of assistance in any way. Should you have any questions or should additional materials be required, please feel free to call me at: (770) 984-2100 ext. 118 or via email at: Acliche@HallmarkCo.com.

Thank you very much for your assistance with this matter.

Sincerely,

April Cliche
Office Manager

AC/s

Enclosures