

06/29/05 WED 08:05

Division of Corporations

001

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000158819 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED

95 JUN 29 AM 4:50

DIVISION OF CORPORATIONS

To: Division of Corporations
Fax Number : (850)205-0383

FROM: GAIL S ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407)843-4600
Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ATTACHED THIRD AMENDMENT TO THIRD AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP, AND RETURN CERTIFICATION AND CERTIFICATE OF STATUS TO ME AS SOON AS POSSIBLE. THANK YOU.

LIMITED PARTNERSHIP AMENDMENT

MONTEREY LAKE LIMITED PARTNERSHIP

Certificate of Status	1
Certified Copy	1
Page Count	02-3
Estimated Charge	\$113.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 JUN 29 A 10:06

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

H05000158819 3

**THIRD AMENDMENT TO THIRD AMENDED AND RESTATED AGREEMENT
AND CERTIFICATE OF LIMITED PARTNERSHIP
OF
MONTEREY LAKE LIMITED PARTNERSHIP**

THIS THIRD AMENDMENT TO THIRD AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF MONTEREY LAKE LIMITED PARTNERSHIP (the "Amendment") is made and entered into effective as of the 28th day of June, 2005, by MCKINLEY ASSOCIATES, INC., a Michigan corporation ("McKinley"), as the sole general partner of MONTEREY LAKE LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership").

RECITALS:

WHEREAS, the Partnership is a Florida limited partnership formed pursuant to a Certificate of Limited Partnership dated December 3, 1984 (the "Certificate of Limited Partnership");

WHEREAS, the Certificate of Limited Partnership has been amended previously by an amendment to the Agreement and Certificate of Limited Partnership dated the December 28, 1984 (the "First Amendment"), and a Second Amended and Restated Agreement and Certificate of Limited Partnership dated July 1, 1985 (the "Second Amendment"), and a Third Amended and Restated Agreement and Certificate of Limited Partnership dated as of January 1, 1990 (the "Third Amendment") and a First Amendment to the Third Amended and Restated Agreement and Certificate of Limited Partnership of Monterey Lake Limited Partnership dated March 27, 2002 (the "Fourth Amendment") and an Amendment to Third Amended and Restated Agreement and Certificate of Limited Partnership of Monterey Lake Limited Partnership filed with the Secretary of State of Florida on July 3, 2002 (the "Fifth Amendment") (the Certificate of Limited Partnership, the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment and, the Fifth Amendment, herein collectively referred to as the "Partnership Agreement");

WHEREAS, McKinley, the Trustee of the Ronald N. Weiser Trust and Fifth Orlando Michigan Limited Partnership are all of the partners of the Partnership (the "Partners");

WHEREAS, McKinley is the sole existing General Partner of the Partnership; and

WHEREAS, consistent with that certain Unanimous Written Consent of the Partners of Monterey Lake Limited Partnership dated June 28, 2005, the Partners desire to amend the provisions of the Partnership Agreement regarding the termination of the Partnership and to reflect the names of the current partners of the Partnership.

NOW, THEREFORE it is agreed:

1. **Name of the Partnership.** The name of the Partnership is and shall remain as follows:

Monterey Lake Limited Partnership

 FILED
 JUN 29 2005
 MONTEREY LAKE
 PARTNERSHIP
 STATE OF FLORIDA
 CLERK OF THE COURT

H05000158819 3

2. Name and Address of the General Partner. The name and address of the sole general partner is and shall remain as follows:

McKinley Associates, Inc.
320 N. Main Street, Suite 200
Ann Arbor, MI 48104

3. Name and Address of Limited Partners. The names and addresses of all of the limited partners are as follows:

Trustee of the Ronald N. Weiser Trust
P.O. Box 8649
Ann Arbor, MI 48107-8649

Fifth Orlando Michigan Limited Partnership
P.O. Box 8649
Ann Arbor, MI 48107-8649

4. Term of Partnership. The term the "Partnership" shall continue in existence until the first to occur of the following: (a) any disposition by the Partnership of all, or substantially all, of its assets; (b) a dissolution of the Partnership; (c) the execution by all of the Partners of an agreement in writing to dissolve the Partnership, or (d) December 31, 2036.
5. Ratification of Partnership Agreement. Except as expressly amended by the terms of this Amendment to the Partnership, all of the terms, covenants and conditions of the Partnership Agreement shall remain in full force and effect and are not otherwise revised, altered or changed in any manner.

Duly executed by the general partner as of June 28, 2005 and to be filed in the office of the Florida Department of State, in accordance with the provisions of Florida Statute § 620.109.

General Partner

McKinley Associates, Inc.
a Michigan corporation

By:



Stephen G. Palmis

Its:

Executive Vice President

FILED
2005 JUN 29 A 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA