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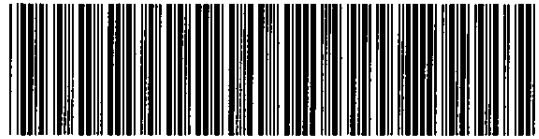
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**CURTIS LAW FIRM, L.L.C.**

175 N.W. 138<sup>TH</sup> TERRACE, SUITE 100  
JONESVILLE, FLORIDA 32669  
TELEPHONE (352) 333-7207  
FACSIMILE (352) 333-7208  
E-MAIL: RCURTIS@CURTISLAWFIRM.NET

Ryan C. Curtis

January 13, 2009

VIA U.S. MAIL

Fl. Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Amended and Restated Certificate**

To whom it may concern:

Enclosed is the Original Amendment to Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd. and a check in the amount of \$52.50 for the filing fee of the amendment.

Please call if you have any questions.

Very truly yours,



Ryan C. Curtis

**AMENDMENT TO AMENDED AND RESTATED  
LIMITED PARTNERSHIP AGREEMENT  
AND CERTIFICATE OF  
BENTWOOD VILLAS RRH, LTD.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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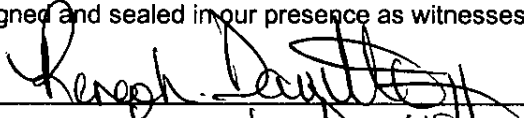
Pursuant to the provisions of Section 620.1202, Florida Statutes, this Florida Limited Partnership whose Amended and Restated Limited Partnership Agreement and Certificate was filed with the Florida Secretary of State on December 24, 1987 adopts the following amendment to said Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd., effective as of January 12, 2009:

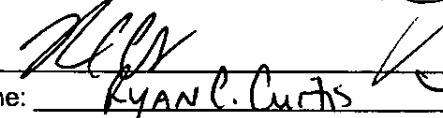
1. First, Richard Andrews has assigned his interest as a Co-General Partner in Bentwood Villas RRH, Ltd., to John M. Curtis and Gail W. Curtis, husband and wife. Richard Andrews has withdrawn as a General Partner of Bentwood Villas RRH, Ltd., and is hereby removed as a General Partner.
2. Second, Steven H. Gray has assigned his interest as a Co-General Partner in Bentwood Villas RRH, Ltd., to John M. Curtis and Gail W. Curtis, husband and wife. Steven H. Gray has withdrawn as a General Partner of Bentwood Villas RRH, Ltd., and is hereby removed as a General Partner.
3. Third, BL Investment Fund, Inc., a Florida corporation, has been admitted as General Partner of Bentwood Villas RRH, Ltd.
4. Fourth, Gwenda Sue Butler has assigned her interest as a Co-General Partner in Bentwood Villas RRH, Ltd., to BL Investment Fund, Inc., a Florida corporation. Gwenda Sue Butler has withdrawn as a General Partner of Bentwood Villas RRH, Ltd., and is hereby removed as a General Partner.
5. Fifth, John M. Curtis and Gail W. Curtis, husband and wife, have withdrawn as a General Partner of Bentwood Villas RRH, Ltd., and are hereby removed as General Partners.
6. Sixth, the Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd., is amended to provide that any reference to "Co-General Partner" or "General Partner" therein shall be to BL Investment Fund, Inc., a Florida corporation, and not to John M. Curtis and Gail W. Curtis, husband and wife, or Gwenda Sue Butler, or Richard Andrews, or Steven H. Gray and any reference therein to John M. Curtis and Gail W. Curtis, husband and wife, or Gwenda Sue Butler, or Richard Andrews, or Steven H. Gray, as a General Partner or Co-General Partner, shall be to BL Investment Fund, Inc., a Florida corporation.
7. Seventh, Clela Van Horn has assigned her interest as Limited Partner in Bentwood Villas RRH, Ltd., to John M. Curtis and Gail W. Curtis, Husband and Wife.
8. Eighth, John M. Curtis and Gail W. Curtis have been admitted as a substitute Limited Partner in Bentwood Villas RRH, Ltd.

9. Ninth, substantially contemporaneously with the admission of the new General Partner, and the assignment of the interest of the partners to John M. Curtis and Gail W. Curtis, husband and wife, the obligation of the Partnership to the United States of America, acting through the Department of Agricultural has been satisfied and the Project is no longer subject to use restrictions or other regulations of the United States Department of Agricultural.
10. Tenth, without limiting the foregoing, Article II, Section 2.3 of the Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd. is hereby amended to read, in its entirety, as follows:
  - 2.3 Purpose and Powers. The purposes of the Partnership shall be to engage in the acquisition of development, construction, ownership, leasing, operation, sale and financing of certain real property known or to be known as Whispering Oaks Apartments Phase II in Volusia County, Florida (the "*Project*") and to this end, the Partnership shall be empowered to obtain construction, rehabilitation, and permanent mortgage loans, whether from conventional lenders or otherwise, and can renew and refinance the same. In addition, the Partnership shall have the right to adopt such other and related purposes as from time to time may be authorized by the General Partner and the Limited Partners. The Partnership shall have any and all powers necessary or desirable, in the opinion of the General Partner, to accomplish the foregoing purposes.
11. Eleventh, without limiting the foregoing, Article IV, Section 4.1 of the Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd. is hereby amended to read, in its entirety, as follows:
  - 4.1 General Partners and Limited Partners. The General Partner of the Partnership shall be BL Investment Fund, Inc., a Florida corporation, having its office at 11635 NW 1<sup>st</sup> Avenue, Gainesville, FL 32607 (the "*General Partner*") or any successor General Partner admitted pursuant to this Agreement. The Limited Partner shall be John M. Curtis and Gail W. Curtis, Husband and Wife, having their principal office at 11635 NW 1<sup>st</sup> Avenue, Gainesville, FL 32607 (the "*Limited Partner*"). The ownership interest of the Partners in the Partnership shall be in accordance with the schedule attached hereto as Exhibit "A". John M. Curtis is also the Registered Agent.
12. Twelfth, Schedule A to the Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd., is hereby amended and shall be replaced by the Exhibit "A" attached hereto.
13. Thirteenth, the Certificate of Limited Partnership Interest for Bentwood Villas RRH, Ltd. is hereby amended and replaced by the Certificate of Limited Partnership Interest for Bentwood Villas RRH, Ltd. attached hereto as Exhibit "B".

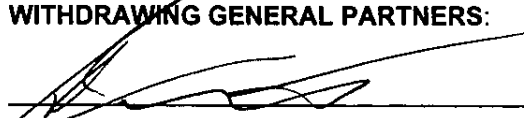
IN WITNESS WHEREOF, the Withdrawing General Partners, the New General Partner, and the Sole Limited Partners of Bentwood Villas RRH, Ltd. have executed this Amendment to Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd. effective this \_\_\_ of January, 2009.

Signed and sealed in our presence as witnesses:

  
Print Name: Kenneth Davitte

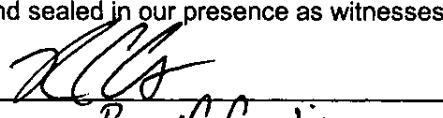
  
Print Name: RYAN C. CURTIS

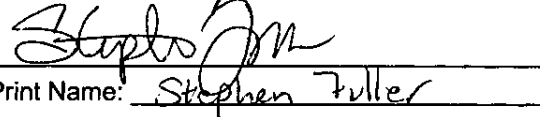
WITHDRAWING GENERAL PARTNERS:

  
JOHN M. CURTIS


  
GAIL W. CURTIS

Signed and sealed in our presence as witnesses:

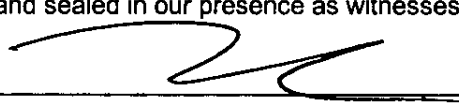
  
Print Name: RYAN C. CURTIS

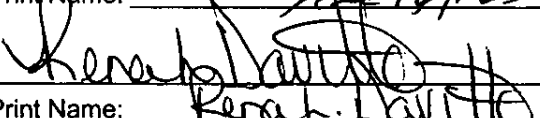
  
Print Name: Stephen Fuller

WITHDRAWING GENERAL PARTNER:

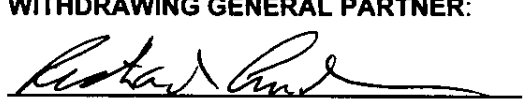
  
GWENDA SUE BUTLER

Signed and sealed in our presence as witnesses:

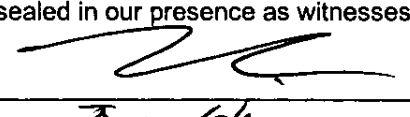
  
Print Name: Tom Gray

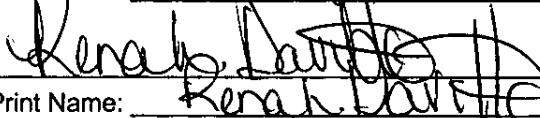
  
Print Name: Kenneth Davitte

WITHDRAWING GENERAL PARTNER:

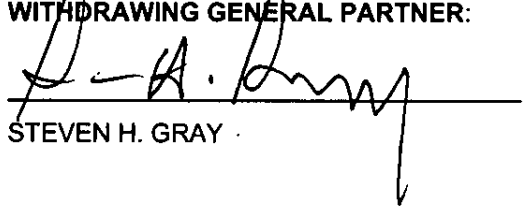
  
RICHARD ANDREWS

Signed and sealed in our presence as witnesses:

  
Print Name: Tom Gray

  
Print Name: Kenneth Davitte

WITHDRAWING GENERAL PARTNER:

  
STEVEN H. GRAY

Signed and sealed in our presence as witnesses:

*Renee L. Davitte*  
Print Name: Renee L. Davitte

*RC*  
Print Name: Ryan C. Curtis

**NEW GENERAL PARTNER:**

**BL INVESTMENT FUND, INC., A FLORIDA CORPORATION**

By: *[Signature]*  
JOHN M. CURTIS  
Its: PRESIDENT

Signed and sealed in our presence as witnesses:

*Renee L. Davitte*  
Print Name: Renee L. Davitte

*RC*  
Print Name: Ryan C. Curtis

**LIMITED PARTNER:**

*[Signature]*  
JOHN M. CURTIS  
*Gail W. Curtis*  
GAIL W. CURTIS

## EXHIBIT "A"

<b>OWNERSHIP</b>	<b>INTEREST</b>
John M. Curtis and Gail W. Curtis, husband and wife	95.00%
BL Investment Fund, Inc., a Florida corporation	5.00%

## **EXHIBIT "B"**

### **CERTIFICATE OF LIMITED PARTNERSHIP INTEREST FOR BENTWOOD VILLAS RRH, LTD.**

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**KNOW ALL MEN BY THESE PRESENTS**, that the undersigned as the General Partner of **BENTWOOD VILLAS RRH, LTD., A FLORIDA LIMITED PARTNERSHIP**, having its principal office at 11635 NW 1<sup>st</sup> Avenue, Gainesville, FL 32607, pursuant to the Amendment to Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd., does hereby execute and deliver to the undersigned Limited Partner this Certificate of Limited Partnership Interest, which:

- a. Acknowledges that Richard Andrews has withdrawn as a General Partner of Bentwood Villas RRH, Ltd., a Florida limited partnership.
- b. Acknowledges that Gwenda Sue Butler has withdrawn as a General Partner of Bentwood Villas RRH, Ltd., a Florida limited partnership.
- c. Acknowledges that Steven H. Gray has withdrawn as a General Partner of Bentwood Villas RRH, Ltd., a Florida limited partnership.
- d. Acknowledges that John M. Curtis and Gail W. Curtis, husband and wife, have withdrawn as General Partners of Bentwood Villas RRH, Ltd., a Florida limited partnership, and have been admitted as a substitute limited partner of the partnership.
- e. Acknowledges the assignments to John M. Curtis and Gail W. Curtis, husband and wife, Partnership interests in Bentwood Villas RRH, Ltd., a Florida limited partnership, equal to Fifty-One and 34/100 percent (51.34%) of the Partnership Interest in Bentwood Villas RRH, Ltd.
- f. Acknowledges that John M. Curtis and Gail W. Curtis, husband and wife, as Limited Partner, now own and hold Ninety-Five percent (95.00%) of the Partnership Interest in Bentwood Villas RRH, Ltd.
- g. Shall serve as a Certificate of Ownership with respect to the interest of the Limited Partner described in the preceding sub-paragraphs with respect to the limited partnership interest in Bentwood Villas RRH, Ltd., a Florida limited partnership.

This Certificate of Limited Partnership Interest is executed pursuant to and in accordance with the Amended and Restated Limited Partnership Agreement and Certificate of Bentwood Villas RRH, Ltd., a Florida limited partnership, and amends, supersedes, and replaces any Certificate of Limited Partnership Interest bearing a date prior hereto.



IN WITNESS WHEREOF, the undersigned have affixed its signature to this Agreement on the 12th day of January, 2009.

Signed and sealed in our presence as witnesses:

BL INVESTMENT FUND, INC., A FLORIDA CORPORATION

Print Name:

Ryan C. Curtis

By:

JOHN M. CURTIS

Print Name:

Rena L. Davitto

Its:

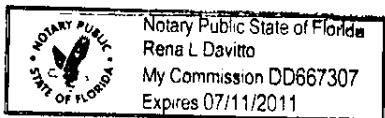
President

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing was acknowledged before me by JOHN M. CURTIS, as President of BL INVESTMENT FUND, INC., A FLORIDA CORPORATION, who is:

- Personally known by me, OR
- Produced a driver's license as identification.

Dated: this 12th day of January, 2009.



*Rena L. Davitto*

Print Name:  
Notary Public, State of Florida  
Commission number  
Commission expires