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(Requestor's Name)

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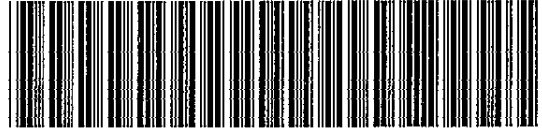
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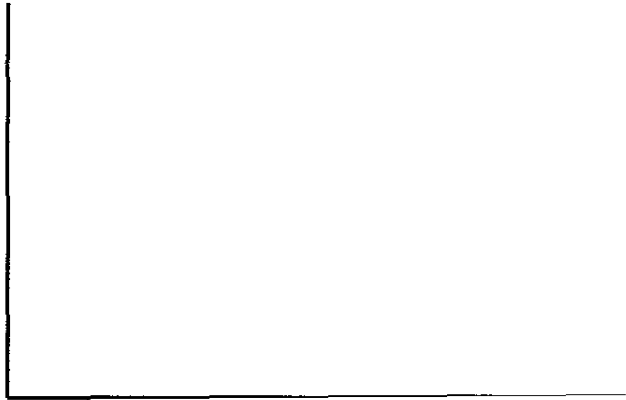
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AK

Capitol Services, Inc.  
1045 Merritt Drive  
Tallahassee, FL 32301 (850) 878-4734  
Kathi or Brent



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

- 1. Umatilla, Ltd A19722  
(Corporation Name) (Document #)
- 2. (GP Doc # L02-10824)  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in
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- Photocopy
- Certificate of Status

**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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**AMENDMENT TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
UMATILLA, LTD.**

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 the 16<sup>th</sup> day of April, 1985, and as further amended on the 1<sup>st</sup> day of December, 1986; adopts the following Certificate of Amendment to its Certificate of Limited Partnership.

1. The General Partner's name and address is as follows:  
**Pearl Lane, LLC**  
516 Lakeview Road, Unit 8  
Clearwater, Florida 33756
2. The remainder of the Partnership's Certificate, as amended, remains in full force and effect.
3. The Amendment to the Amended and Restated Agreement of Limited Partnership pursuant to Exhibit A is attached hereto.

*LO2-10824*

IN WITNESS WHEREOF, the undersigned has executed this Amendment to Certificate as to the 28 day of February 2003.

By: **Pearl Lane, LLC**  
A Florida Limited Company  
SOLE GENERAL PARTNER

By: *Thomas F. Flynn*  
**Thomas F. Flynn, Manager**

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Exhibit A

AMENDMENT TO  
AMENDED AND RESTATED CERTIFICATE AND  
AGREEMENT OF LIMITED PARTNERSHIP FOR  
UMATILLA, LTD.

THIS AMENDMENT TO AMENDED AND RESTATED CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP FOR UMATILLA, LTD. ("Amendment"), is made and entered into effective as of the 1st day of January, 2003, by and among THOMAS F. FLYNN ("Flynn"), and RICHARD G. RUMRELL ("Rumrell") as withdrawing General Partners (collectively the "Withdrawing General Partners"), AMERICAN EQUITIES LIMITED PARTNERSHIP, a Massachusetts limited partnership, as the Limited Partner (the "Investment Limited Partner"), and PEARL LANE, LLC, a Florida limited liability company, as the new substitute general partner (the "Substitute General Partner").

WITNESSETH:

WHEREAS, UMATILLA, LTD. (the "Partnership") was formed as a Florida limited partnership pursuant to a Certificate of Limited Partnership filed with the Secretary of State of the State of Florida on April 16, 1985 (the "Original Agreement"); and

WHEREAS, the Original Agreement was amended by that certain Amended and Restated Agreement and Certificate of Limited Partnership dated as of December 1, 1986 and filed with the Secretary of State of the State of Florida on December 30, 1986 (the Original Agreement, as amended, is hereinafter collectively referred to as the "Partnership Agreement"); and

WHEREAS, Flynn is transferring all of his right, title and interest as the General Partner in the Partnership to the Substitute General Partner, as of the effective date hereof; and

WHEREAS, Rumrell is converting his entire interest in the Partnership into the interest of a Special Limited Partner, as of the effective date hereof; and

WHEREAS, the parties hereto wish to enter into this Amendment for the purposes of setting forth each party's prior written consent and approval to all of the following: (i) having Thomas F. Flynn transfer his entire interest in the Partnership to the Substitute General Partner, (ii) having Thomas F. Flynn and Richard G. Rumrell each withdraw as an individual General Partner, (iii) having Pearl Lane, LLC admitted as the new and sole General Partner, (iv) converting Richard G. Rumrell to a Special Limited Partner, and (v) amending the Partnership Agreement as set forth below.

(All references to sections below shall be to the Partnership Agreement):

NOW, THEREFORE, IT IS HEREBY AGREED and the Partnership Agreement is hereby amended and superseded as follows:

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(1) Section 2.2, **Office and Resident Agent**, shall be amended by replacing both the designation of the principal place of business of the Partnership in Section 2.2(a) and the office of the resident agent of the Partnership for service of process in Section 2.2(b) with:

*516 Lakeview Road, Unit 8  
Clearwater, Florida 33756-3302*

(2) The fourth sentence of Section 6.4, **Business Management and Control; Tax Matters Partner**, shall be amended and restated in its entirety and replaced with the following:

*All Partners hereby agree that Pearl Lane, LLC shall serve as the "Tax Matters Partner."*

(3) Section 7.1B of the Partnership Agreement shall be amended and restated in its entirety, and replaced with the following:

*B. If at any time a corporation becomes the sole General Partner of the Partnership, it shall be obligated to maintain such net worth and comply with such other requirements as may from time to time be necessary to assure that all provisions of the Code (as now or hereafter interpreted by the Internal Revenue Service or the courts) are met that are necessary to assure that the Partnership is classified as a partnership for federal income tax purposes.*

(4) Upon his withdrawal as a General Partner, Thomas F. Flynn is transferring his entire interest as a General Partner to the Substitute General Partner. Upon his withdrawal as a General Partner, all of Richard G. Rumrell's interest in the Partnership represented by his one (1) General Partner Unit is hereby converted to the interest of a Special Limited Partner, and Richard G. Rumrell shall be treated as a Special Limited Partner under Section 7.4 of the Partnership Agreement. The Investment Limited Partner hereby agrees that the withdrawal of Thomas Flynn and Richard G. Rumrell as General Partners described hereunder shall be made in compliance with Section 7.1 of the Partnership Agreement, and the Investment Limited Partner hereby provides the Consent of the Investment Limited Partner to all of the above-described transactions. Following such withdrawals and transfers, the Partnership will continue uninterrupted with Pearl Lane, LLC as the new sole General Partner of the Partnership. names and addresses of the Partners and their respective capital contributions to the Partnership are set forth on Schedule A attached hereto and made a part hereof by reference.

(5) The General Partner is hereby required within five days after its receipt of any written offer or letter of intent to purchase the Apartment Complex or all of the interests in the Partnership (in either case, a "Purchase Offer"), to send a copy of such offer to Boston Capital Corporation, on behalf of the Investment Limited Partner. The Investment Limited Partner, in its sole discretion but subject to the consent of its partners, (if required), shall have the right to approve the Purchase Offer. If the Investment Limited Partner approves the Purchase Offer, the General Partner shall take all steps to sell the Apartment Complex (or Partnership interests, as the case may be) in accordance with the terms of the Purchase Offer.

In connection with any proposed sale of the Apartment Complex (or proposed sale of the Partnership interests, as the case may be), the Investment Limited Partner (or its designee) shall have the right to:

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Partner. Such notice shall include a form Residual Receipts Note. Upon receipt by the General Partner of the Investment Limited Partner's election to cause the General Partner to purchase its Partnership interest and execute the Residual Receipts Note, the General Partner shall have sixty days in which to pay to the Investment Limited Partner and execute the Residual Receipts Note.

(6) All capitalized terms used herein and not defined shall have the meaning given to them in the Partnership Agreement.

(7) In all other respects the Partnership Agreement is hereby ratified and confirmed by the undersigned parties. By executing this Amendment below, all the undersigned parties do give their prior consents and approvals to all matters contained herein and in the Partnership Agreement and the Amendment for which prior consent and approval is required under the terms of the Partnership Agreement.

(8) By signing this Amendment, all parties below hereby Consent to the simultaneous transfer of Thomas F. Flynn's interest in the partnership to the Substitute General Partner, the withdrawal of Thomas F. Flynn, and Richard G. Rumrell as the General Partners, the conversion of Richard G. Rumrell to a Special Limited Partner, and the admission of Pearl Lane, LLC as the new sole General Partner of the Partnership.

**IN WITNESS WHEREOF**, the parties have subscribed and sworn to this agreement as of the date first written above, all as described herein, and the other amendment to the Partnership Agreement set forth herein.

**SUBSTITUTE GENERAL PARTNER:**

**ATTEST:**

PEARL LANE, LLC,  
A Florida limited liability company

By: *Kevin Flynn*  
Print Name: Kevin Flynn

By: *Thomas F. Flynn*  
Thomas F. Flynn, Manager

**WITNESSES:**

**WITHDRAWING GENERAL PARTNERS**

*Linda Sadlon*  
Print Name: LINDA SADLON

*Thomas F. Flynn*  
THOMAS F. FLYNN

*Katherine Scatro*  
Print Name: KATHERINE SCATRO

*Robert E. Giese*  
Print Name: Robert E. Giese

*Richard G. Rumrell*  
RICHARD G. RUMRELL

*Leslie Schulgen*  
Leslie Schulgen

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Print Name:

**INVESTMENT LIMITED PARTNER:**

AMERICAN EQUITIES LIMITED  
PARTNERSHIP, a Massachusetts limited  
Partnership

By: BCA ASSOCIATES LIMITED  
PARTNERSHIP, its general partner

By: C&M Management, Inc., its general  
partner

By:

  
Jeffrey H. Goldstein,  
Executive Vice President

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STATE OF FLORIDA  
COUNTY OF PINELLAS

On this 23 day of January, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Thomas F. Flynn**, both individually and as Manager of **Pearl Lane, LLC**, who is personally known to me to be the individual executing delivery of the foregoing instrument and acknowledged to me that he executed and delivered the same both individually as the Withdrawing General Partner and as Manager of **Pearl Lane, LLC**, as Substitute General Partner of the Partnership, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.



Carol Hildebrandt  
Commission # CC 988525  
Expires Jan. 31, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

Carol Hildebrandt  
Notary Public  
Print Name: Carol Hildebrandt  
Commission No. CC988525  
My Commission Expires:

COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF Suffolk

On this 27 day of February, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, Jeffrey Goldstein of **C&M MANAGEMENT, INC.**, in its capacity as general partner of **BCA ASSOCIATES LIMITED PARTNERSHIP**, in its capacity as a general partner of **American Equities Limited Partnership**, who is personally known to me and produced \_\_\_\_\_ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same on behalf of the above referenced entities, and for the purposes therein contained.

IN WITNESS HEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

Julie Antonucci  
Notary Public  
Print Name: Julie Antonucci  
Commission No. \_\_\_\_\_  
My Commission Expires: April 24, 2009

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FLORIDA

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STATE OF FLORIDA  
COUNTY OF ST. JOHNS

On this 30th day of January, 2003, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me, **Richard G. Rumrell, a Withdrawing General Partner**, who is personally known to me or produced \_\_\_\_\_ as identification, who executed and delivered the foregoing instrument and acknowledged to me that he executed and delivered the same as a Withdrawing General Partner, and for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and affixed my seal on the date and year first written above.

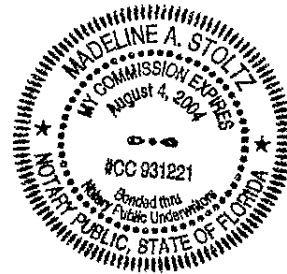
*Madeline A. Stolitz*

Notary Public

Print Name: Madeline A. Stolitz

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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SCHEDULE A

<b>GENERAL PARTNER:</b>	<b><u>Capital Contribution</u></b>	<b><u>Partnership Interest</u></b>
Pearl Lane, LLC 516 Lake View Road, Unit 8 Clearwater, FL 33756-3301	\$ <u>55,100</u>	<u>4%</u>
<b>INVESTMENT LIMITED PARTNER:</b>		
American Equities Limited Partnership c/o Greater Boston Development Company One Boston Place, Suite 2100 Boston, MA 02108-4406	\$ <u>184,960</u>	<u>95%</u>
<b>SPECIAL LIMITED PARTNER:</b>		
Richard G. Rumrell 24 Cathedral Place Suite 504 St. Augustine, FL 32084	\$ <u>100</u>	<u>1%</u>
<b>TOTAL</b>	\$ <u>240,160</u>	<u>100.00%</u>

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