

A20945

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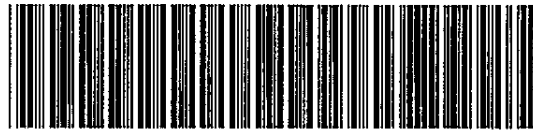
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 23, 2006

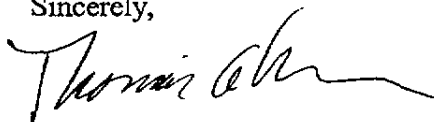
State of Florida
Department of State
Limited Partnership Division
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir:

Enclosed is one original and one copy of the Amended and Restated Certificate of Limited Partnership for Newell Hill Villas Limited, together with our firm's check in the amount of \$105.00 in payment of filing fees and for the cost of a certified copy of the Certificate.

Please file the original and return the certified copy of the Amended and Restated Certificate of Limited Partnership and the Certificate of Authority to the above address.

Sincerely,



Thomas G. Christmann

TGC:mlm
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 28, 2006

CLAYTON-JOHNSTON, P.A.
18 NW 33RD COURT
GAINESVILLE, FL 32607

SUBJECT: NEWELL HILL VILLAS LIMITED
Ref. Number: A20945

We have received your document for NEWELL HILL VILLAS LIMITED and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

A general partner must sign the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 206A00014060

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
TO THE LIMITED PARTNERSHIP OF NEWELL HILL VILLAS LIMITED**

WHEREAS, NEWELL HILL VILLAS LIMITED, a limited partnership, organized under the laws of the State of Florida, filed its limited partnership agreement on October 9, 1985, with the Department of State of the State of Florida, and

WHEREAS, the Department of State of the State of Florida assigned a number for the limited partnership, being #A20945, and

WHEREAS, the General partner has most recently been CLAUDE L. GREENE, JR. who owned a five partnership units in NEWELL HILL VILLAS LIMITED and is located at 327 Riverview St., Belhaven, NC 27810, and

WHEREAS, all of the partners of the partnership approved of the transfer of CLAUDE L. GREENE, JR.'s five units to WESTFIELD OF EVERGREEN AND NEWELL HILL, INC., a Florida Corporation, which is located at 678 W. Bay St., Winter Garden, FL 34787.

WHEREAS, CLAUDE L. GREENE, JR. withdrew as general partner for the partnership and conveyed all of his rights, title and Partnership Interest in NEWELL HILL VILLAS LIMITED, a Florida Limited Partnership to WESTFIELD OF EVERGREEN AND NEWELL HILL, INC.

WHEREAS, WESTFIELD OF EVERGREEN AND NEWELL HILL, INC. was admitted to the partnership as a substituted general partner and together with CABELL I INVESTMENT, L.P. are the sole partners in NEWELL HILL VILLAS LIMITED.

WHEREAS NEWELL HILL VILLAS LIMITED will continue the operation of its business with WESTFIELD OF EVERGREEN AND NEWELL HILL, INC. as its general partner.

P95-37197

WITNESS the execution hereof under seal as of the 9 day of Feb.


as agent for
NEWELL HILL VILLAS LIMITED

Claude L. Greene, Jr., Prior General Partner
of Newell Hill Villas Limited, and President
of WESTFIELD OF EVERGREEN and NEWELL HILL, Inc.
678 W. Bay Street
Winter Garden, FL 34787

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