

A20993

Bodzin & Golub, P.C.

ATTORNEYS AT LAW

STEPHEN A. BODZIN
MICHAEL J. GOLUB

MJH

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WASHINGTON, D.C. 20005

Telephone: (202) 785-8887
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February 5, 2001

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-02/06/01--01099--007
***105.00 ***105.00

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

A20993

Re: Thunderbirds II, Ltd.

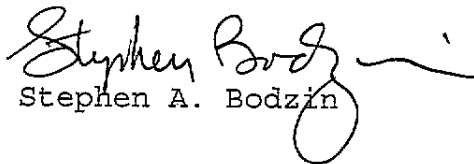
Dear Sir/Madam:

We are enclosing two original Certificates of Amendment for the above-referenced limited partnership which exists under Florida law. Please place this Certificate of Amendment of record and cause the second copy to be certified and returned to us.

Also enclosed is a check in the amount of \$105.00 to cover the filing fee (\$52.50) and the fee for a certified copy (\$52.50).

If you have any questions, please telephone us.

Sincerely yours,


Stephen A. Bodzin

/pp
Enclosures (check no. 10050)
cc: Mr. Eric A. Jenkins
H:\CLIENT\JENKINS\T-BIRDS\filing-ltr.wpd

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB -6 PM12:51

CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
THUNDERBIRDS II, LTD.

A. Name : Thunderbirds II, Ltd.

B. Address : 2611-B West 23rd Street
Panama City, Florida 32405

C. Registered Agent : Eric A. Jenkins
2611-B West 23rd Street
Panama City, Florida 32405

D. General Partners : Eric A. Jenkins
2611-B West 23rd Street
Panama City, Florida 32405

: ASR-77 Securities, Inc.
c/o Stephen A. Bodzin
1156 15th Street, N.W.
Suite 329
Washington, DC 20005

E. Mailing Address : 2611-B West 23rd Street
Panama City, Florida 32405

F. Latest Dissolution Date : December 31, 2064

G. Date of Filing of
Original Certificate : October 15, 1985

H. Date of Amended
Certificate : January 2, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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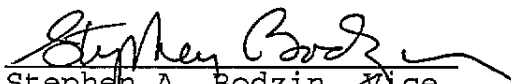
Additional terms of the Certificate of Amendment are set forth in the Fifth Amendment to the Agreement and Certificate of Limited Partnership of Thunderbirds II, Ltd., which is being filed contemporaneously with this Certificate of Amendment.

This Certificate of Amendment is being executed and is being filed in accordance with Section 620.109 of the Florida Statutes.

General Partners:


Eric A. Jenkins

ASR-77 SECURITIES, INC.

By: 
Stephen A. Bodzin, Vice
President

STATE OF FLORIDA)
COUNTY OF BAY) ss:

The foregoing instrument was acknowledged before me this 25th day of JANUARY, 2001, by ERIC A. JENKINS, who is personally known to me or who has produced the identification listed below.



Sharyn R. Sheeran
Notary Public

SHARYN R. SHEERAN
Print or type Name of Notary

My Commission expires: 7/29/04

My Commission No. CC 923194

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

District of)
Columbia) ss:

The foregoing instrument was acknowledged before me this 26 day of January, 2001, by STEPHEN A. BODZIN, , on behalf of ASR-77 SECURITIES, INC., who is personally known to me or who has produced the identification listed below.

Patricia K. Porter
Notary Public

Patricia K. Porter
Print or type Name of Notary

My Commission expires: 2-14-04

My Commission No. -

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

FIFTH AMENDMENT
TO
AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THUNDERBIRDS II, LTD.

THIS FIFTH AMENDMENT to the Agreement and Certificate of Limited Partnership (the "Agreement") is made and entered into this 2nd day of January, 2001, by and among (i) the STEVEN M. REICH 1976 TRUST, (ii) CHALANT ASSOCIATES LTD., (iii) ERIC A. JENKINS, (iv) ASR-77 SECURITIES, INC., (v) the ANNE S. REICH 1977 SECURITIES TRUST #1 (the "1977 Trust"), and (vi) the STEVEN M. REICH 1976 TRUSTS FBO LISA REICH and HILARY REICH, who, by the execution of this Amendment, agree to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

A. Thunderbirds II, Ltd. (the "Partnership") was formed as a limited partnership in accordance with the Florida Uniform Limited Partnership Law pursuant to an Agreement and Certificate of Limited Partnership entered into effective as of October 15, 1985. The Agreement was amended pursuant to a First Amendment, also effective October 15, 1985, a Second Amendment, effective July 1, 1988, and a Third Amendment dated July 2, 1988, and a Fourth Amendment dated effective November 11, 1996.

B. Effective January 1, 2000, the Steven M. Reich 1976 Trust, a limited partner of the Partnership, divided its 26.4889%

Preferred limited partnership interest and its 9.6667% Equity limited partnership interest into two (2) equal parts and distributed such equal parts to the STEVEN M. REICH 1976 TRUSTS FBO LISA REICH and HILARY REICH. Such Trusts desire to be admitted to the Partnership as Substitute Limited Partners of the Partnership, effective as of January 1, 2000.

C. Effective as of January 2, 2001, Chalant Associates Ltd. assigned and transferred its 20% Preferred limited partnership interest and its 2.2222% Equity limited partnership interest to the Anne S. Reich 1977 Securities Trust #1. The 1977 Trust desires to be admitted to the Partnership as a Substitute Limited Partner of the Partnership, effective as of January 2, 2001.

D. The parties hereto desire to amend the Agreement and Certificate to reflect the aforesaid transfers of limited partnership interests.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Agreement and Certificate are hereby amended to provide as follows:

1. Exhibit A of the Agreement and Certificate are hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A appended hereto and incorporated herein by this reference.

2. It is further provided and agreed that (i) the Steven M. Reich 1976 Trust FBO Lisa Reich and the Steven M. Reich 1976 Trust FBO Hilary Reich each shall be and hereby is substituted as a Preferred Limited Partner and as an Equity Limited Partner of the Partnership to the full extent of the 13.24445% Preferred limited partnership interests and the 4.83335% Equity limited partnership interests that were distributed to each of them, effective as of January 1, 2000; (ii) the Anne S. Reich 1977 Securities Trust #1 shall be and hereby is substituted as a Limited Partner of the Partnership to the full extent of the 20% Preferred limited partnership interest and the 2.2222% Equity limited partnership interest transferred and assigned to such Trust; (iii) the signing of this Fifth Amendment by the partners of the Partnership (both general and limited) does and shall constitute the consent of each partner to said transfers and substitutions, (iv) any present or future references to the terms "partner(s)" or "limited partner(s)" by the Agreement and Certificate, or any amendment thereto, shall be deemed to include (a) the Steven M. Reich 1976 Trust FBO Lisa Reich, (b) the Steven M. Reich 1976 Trust FBO Hilary Reich, and (c) the Anne S. Reich 1977 Securities Trust #1, to the extent of the limited partnership interests transferred and assigned to each of them, and (iv) the execution of this Fifth Amendment by the Trustee of the Steven M. Reich 1976 Trust FBO Lisa Reich, of the Steven M. Reich 1976 Trust FBO Hilary Reich, and the Anne S.

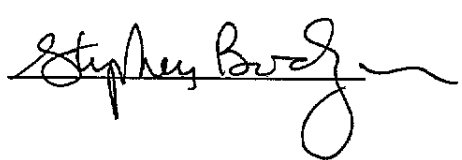
Reich 1977 Securities Trust #1 shall constitute the agreement of each such Trust to all of the terms and provisions of the Agreement and Certificate, as amended.

3. Except as hereby amended, the Agreement and Certificate, as amended, are ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have each executed this Fifth Amendment under seal effective on the date hereinabove first written.

WITNESS:

MANAGING GENERAL PARTNER:



[SEAL]

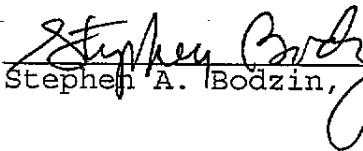
Eric A. Jenkins, for himself and each Partner who is not a signatory, hereto, pursuant to power of attorney

GENERAL PARTNER:

ASR-77 SECURITIES, INC.



By:



[SEAL]

Stephen A. Bodzin, Secretary

[Signatures continued on page 5]

[Signatures continued from page 4]

WITNESS:

LIMITED PARTNER ASSIGNEES:

STEVEN M. REICH 1976 TRUST FBO
LISA REICH

Hailya Wright

By: *Stephen Bodzin* [SEAL]
Stephen A. Bodzin, Trustee

STEVEN M. REICH 1976 TRUST FBO
HILARY REICH

Hailya Wright

By: *Stephen Bodzin* [SEAL]
Stephen A. Bodzin, Trustee

ANNE S. REICH 1977 SECURITIES TRUST #1

Hailya Wright

By: *Stephen Bodzin* [SEAL]
Stephen A. Bodzin, Trustee

LIMITED PARTNER TRANSFERORS:

STEVEN M. REICH 1976 TRUST

Hailya Wright

By: *Stephen Bodzin* [SEAL]
Stephen A. Bodzin, Trustee

CHALANT ASSOCIATES LTD.

By: Steven M. Reich 1980 Trust,
its General Partner

Hailya Wright

By: *Stephen Bodzin* [SEAL]
Stephen A. Bodzin, Trustee

EXHIBIT A
THUNDERBIRDS II, LTD.
AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Original Cash</u> <u>Capital</u> <u>Contribution</u>		<u>Percentage</u> <u>Partnership of Interest</u>	
	<u>As Preferred</u> <u>Partner</u>	<u>As Equity</u> <u>Partner</u>	<u>As Preferred</u> <u>Partner</u>	<u>As Equity</u> <u>Partner</u>
<u>General Partner:</u>				
Eric A. Jenkins 2611-B West 23rd Street Panama City, Florida 32405	-0-	\$ 10,100	-0-	1.1222%
ASR-77 Securities, Inc. c/o Stephen A. Bodzin Suite 329 1156 -15th Street, N.W. Washington, D.C. 20005	-0-	\$ 10,100	-0-	1.1222%
<u>Limited Partners:</u>				
Eric A. Jenkins 2611-B West 23rd Street Panama City, Florida 32405	\$ 65,600	\$ 6,300	7.2889%	0.7000%
Robert J. Siragusa 2802 Canal Drive Panama City, Florida 32405	\$ 4,200	\$ 17,050	.4667%	1.8945%
Donald R. Crisp 011C West 23rd Street Panama City, Florida 32405	\$ 18,000	\$ 4,500	2.0000%	0.5000%
Michael Schwartz 119 N. Monroe Street Tallahassee, Florida 32301	\$ 7,200	\$ 1,800	.8000%	0.2000%
Gary A. Barrett 2611-B West 23rd Street Panama City, Florida 32405	\$ 12,600	\$ 3,150	1.4000%	0.3500%

<u>Name and Address</u>	<u>Capital Contribution</u>		<u>Percentage Partnership of Interest</u>	
	<u>As Preferred Partner</u>	<u>As Equity Partner</u>	<u>As Preferred Partner</u>	<u>As Equity Partner</u>
<u>Limited Partners (con't)</u>				
Stephen A. Bodzin 6266 Kingfisher Lane Alexandria, Virginia 22312	\$ 15,000	-0-	1.6667%	-0-
Robert J. Siragusa, M.D. & Associates, P.A. Employee Benefit Trust-Siragusa Special Account c/o Robert J. Siragusa, Trustee 1900 Harrison Avenue Panama City, Florida 32405-4542	\$ 64,000	-0-	7.1111%	-0-
Anne S. Reich 1977 Securities Trust #1 c/o Stephen A. Bodzin, Trustee 1156 15th Street, NW Suite 329 Washington, D.C. 20005	\$180,000	\$ 20,000	20.0000%	2.2222%
Chec Investment Company c/o Stephen A. Bodzin 6266 Kingfisher Lane Alexandria, Virginia 22312	\$ 80,000	\$ 20,000	8.8889%	2.2222%
Steven M. Reich 1976 Trust FBO Lisa Reich Stephen A. Bodzin, Trustee 1156 15th Street, N.W. Suite 329 Washington, D.C. 20005	\$119,200	\$ 43,500	13.24445%	4.83335%
Steven M. Reich 1976 Trust FBO Hilary Reich Stephen A. Bodzin, Trustee 1156 15th Street, N.W. Suite 329 Washington, D.C. 20005	\$119,200	\$ 43,500	13,24445%	4.83335%

<u>Name and Address</u>	<u>Capital Contribution</u>		<u>Percentage Partnership of Interest</u>	
	<u>As Preferred Partner</u>	<u>As Equity Partner</u>	<u>As Preferred Partner</u>	<u>As Equity Partner</u>
<u>Limited Partners (con't)</u>				
ASR-77 Securities, Inc. c/o Stephen A. Bodzin 1156 -15th Street, N.W. Suite 329 Washington, D.C. 20005	\$ 35,000	-0-	3.8889%	-0-
	<u>\$720,000</u> =====	<u>\$180,000</u> =====	<u>80.0000%</u> =====	<u>20.0000%</u> =====

FLORIDA
BAY

) ss:
)

The foregoing instrument was acknowledged before me this 25th
day of JANUARY, 2001, by ERIC A. JENKINS, who is personally
known to me or who has produced the identification listed below.



Sharyn R. Sheeran
Notary Public

SHARYN R. SHEERAN
Print or type Name of Notary

My Commission expires: 7/29/04

My Commission No. CC 923194

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

District of
Columbia

) ss:
)

The foregoing instrument was acknowledged before me this 26
day of January, 2001, by STEPHEN A. BODZIN, who is personally
known to me or who has produced the identification listed below.

Patricia K. Porter
Notary Public

Patricia K. Porter
Print or type Name of Notary

My Commission expires: 2-14-04

My Commission No. _____

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

