

A21167

FILING COVER SHEET

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 18 PM 1:14

REFERENCE:

0163.4914

DATE:

12-18-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Windwood Oaks II, Ltd.

STATE FEES PREPAID WITH CHECK # 13674 FOR \$ 52.50
3868 8.75

PLEASE FILE:

☐ ARTICLES OF INC.

☒ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☐ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE ☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☐ CERTIFIED COPY

☒ CERTIFICATE OF STATUS

☒ STAMPED COPY

Examiner's Initials

myk

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100002715741--0
-12/18/98--01047--009
*****52.50 *****52.50

100002715741--0
-12/18/98--01047--010
*****8.75 *****8.75

FROM

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SECOND AMENDMENT TO THIRD AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP OF
WINDWOOD OAKS II, LTD.

Original Date of Filing -- November 25, 1985

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DIVISION OF CORPORATIONS
98 DEC 18 PM 1:44

WHEREAS, WINDWOOD OAKS II, LTD., a Florida limited partnership (the "Partnership") is the surviving entity of a merger of partnerships effectuated on July 1, 1997 (the "Merger"); and

WHEREAS, Windwood Associates, Ltd., one of the general partners of the Partnership prior to the Merger, was a constituent party to the Merger and was merged with and into the Partnership effective July 1, 1997 as a result of the Merger; and

WHEREAS, Schofield Equities, Inc. was added as a new general partner to the Partnership effective July 1, 1997 pursuant to the Merger; and

WHEREAS, the Partnership desires to clarify the withdrawal of Windwood Associates, Ltd. as a general partner of the Partnership, and the admission of Schofield Equities, Inc. as a general partner of the Partnership, both effective as of July 1, 1997.

NOW THEREFORE, the undersigned, being the General Partners of Partnership, hereby amend the **THIRD AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP OF WINDWOOD OAKS II, LTD.**, filed with the Florida Secretary of State on November 3, 1988, as amended on December 11, 1996, in the manner set forth below:

1. **Name of Partnership.** The name of the Partnership is: Windwood Oaks II, Ltd.
2. **Date of Filing Certificate of Limited Partnership.** The Partnership filed its Certificate of Limited Partnership with the State of Florida Department of State on November 25, 1985.
3. **Amendments to the Paragraph 3.** Pursuant to Paragraph 3 of the Amendment to Third Amended and Restated Certificate of Limited Partnership is hereby amended in its entirety to read as follows:

"3. **Names and Business Address of the General Partners.** The names and addresses of the General Partners are as follows:

<u>Name</u>	<u>Address</u>
Richard D. Schofield	701 West Fletcher Ave. Suite A Tampa, Florida 33612

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Schofield Equities, Inc.

701 West Fletcher Ave.
Suite A
Tampa, Florida 33612

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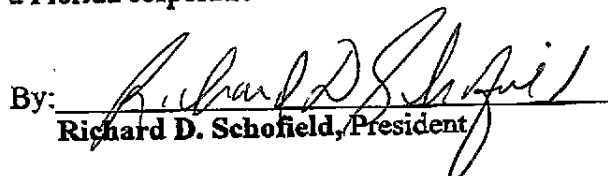
4. **Recertification.** Except for this Amendment, all other provisions of the Third Amended and Restated Certificate of Limited Partnership, as amended, shall remain in full force and effect.

IN WITNESS WHEREOF, the General Partners of the Partnership have executed this Second Amendment to Third Amended and Restated Certificate of Limited Partnership, as amended, this 15 day of December, 1998.

GENERAL PARTNERS:


RICHARD D. SCHOFIELD

SCHOFIELD EQUITIES, INC.,
a Florida corporation

By: 
Richard D. Schofield, President

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