

Division of Corporations

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A21592Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA**LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION
FRUITLAND PARK OF LAKE CO., LTD.**

Certificate of Status	1
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Page Count	02
Estimated Charge	\$113.75

C. LEWIS

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EXAMINER

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Fax Audit # (((H10000029117 3)))

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TALLAHASSEE, FLORIDA

**SECOND AMENDMENT TO
SECOND AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE OF
FRUITLAND PARK OF LAKE CO., LTD.**

THIS SECOND AMENDMENT TO SECOND AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF FRUITLAND PARK OF LAKE CO., LTD. (this "Amendment"), is entered into effective as of the ___ day of January 2010 (the "Effective Date"), by and among FRUITLAND PARK OF LAKE CO., LTD., a Florida limited partnership (the "Partnership"); and THOMAS J. MANNAUSA, an individual (the "General Partner") (Partnership and General Partner may be referred to herein individually, as a "party" or collectively, as the "parties").

WITNESSETH:

WHEREAS, the initial Certificate of Limited Partnership of Fruitland Park of Lake Co., Ltd. was filed with the Florida Department of State on December 23, 1985, and the Partnership's Florida Document Number is A21592;

WHEREAS, Partnership and the General Partner, among others, entered into that certain Second Amended and Restated Agreement and Certificate of Fruitland Park of Lake Co., Ltd., dated December 30, 1985, as amended on April 14, 1987 (collectively, the "Agreement");

WHEREAS, the Partnership desires to enter into an equity/incentive loan transaction with the Farmers Home Administration ("FmHA") which would extend the expiration of the proposed loan transaction to December 31, 2085 (the "Extension Date");

WHEREAS, in order to enter into the aforementioned transaction, the FmHA mandates that the term of the Partnership's existence extend through the Extension Date;

WHEREAS, such an extension will not affect the rights and obligations of the Partnership's limited partners; and

WHEREAS, the General Partner, acting in accordance with Section 18.09(c) of the Agreement, which provides that the General Partner may amend the Agreement without the approval of the Partnership's limited partners if such amendment is required by the FmHA, and provided that such amendment does not affect the rights and obligations of the Partnership's limited partners, and desires to amend the Agreement to extend the Partnership's term of existence to the Extension Date.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

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1. **Recitals.** The above recitals are true and correct in every regard and are hereby incorporated herein by this reference.

2. **Definitions.** All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Agreement.

3. **Amendment.** Upon the Effective Date, Section 2.04 of the Agreement shall be deleted in its entirety and replaced with the following:

"Section 2.04 **Term.** The term of the Partnership shall be from the date hereof, until the 31st day of December, 2085, unless the Partnership is sooner dissolved in accordance with the provisions of Article XVI."

4. **Ratification.** Except as specifically amended herein, all terms, provisions and conditions of the Agreement shall remain unmodified and otherwise in full force and effect. If any of the terms herein conflict with the Agreement, the terms of this Amendment shall control.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment effective as of the Effective Date.

GENERAL PARTNER:



Thomas J. Mannausa

PARTNERSHIP:

FRUITLAND PARK OF LAKE CO., LTD.,
a Florida limited partnership

By:

Thomas J. Mannausa, General Partner

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