

A 26459

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

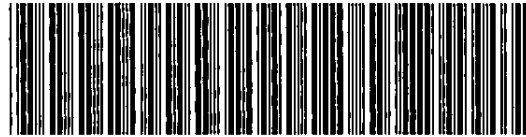
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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10/16/12--01016--008 \*\*61.25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 OCT 16 PM 12:06

FILED

T. CLINE

OCT 17 2012

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Scenic View Apartments, LTD  
Name of Florida Limited Partnership or Limited Liability Limited Partnership

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Rodney Corley

Contact Person

ARD INC

Firm/Company

PO Box 20871

Address

Tuscaloosa, AL 35402

City, State and Zip Code

rodney@ard-inc.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rodney Corley

Name of Contact Person

at ( 205 )

752-0009 ext 103

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee

☒ \$61.25 Filing Fee  
and Certificate of  
Status

☐ \$105.00 Filing Fee  
and Certified Copy

☐ \$113.75 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 OCT 16 PM 2:06

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**Scenic View Apartments, LTD**

Insert name currently on file with Florida Department of State

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on May 23, 1988, assigned Florida document number A26459, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:**

New name must be distinguishable and contain an acceptable suffix.

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*

*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

**B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:**

New Principal Office Address:

(Must be STREET address)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

New Mailing Address:

(May be post office box)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

Rodney Corley

New Registered Office Address:

4950 Glover Lane

*Enter Florida street address*

Milton

*City*

, Florida

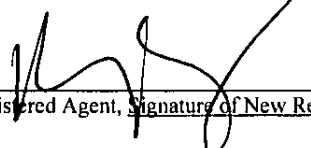
32570  
*Zip Code*

2017 OCT 16 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
If Changing Registered Agent, Signature of New Registered Agent

**D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:**

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	Stanley A. Carver	PO Box 644 Milton, FL 32572	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
_____	S. Ellen Carver	PO Box 644 Milton, FL 32572	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
_____	ARD-INC	2620 11th Street Tuscaloosa, AL 35401	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
_____	F05-7564	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:**

- ☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- ☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

**(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)**

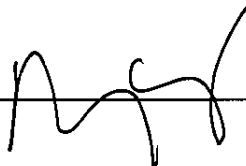
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2012 OCT 16 PM 2:06  
CLERK OF STATE  
ALABAMA  
MONTGOMERY

F. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

Effective date, if other than the date of filing: \_\_\_\_\_  
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

**Signature(s) of a general partner or all general partners\*:**

(\*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)

 \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Signature(s) of all new or dissociating general partner(s), if any:**

*Please see attached document for signatures* \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Filing Fee: \$52.50  
Certified Copy (optional): \$52.50  
Certificate of Status (optional): \$8.75

FILED  
2012 OCT 16 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDMENT TO  
LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE  
OF SCENIC VIEW APARTMENTS, LTD.,  
A FLORIDA LIMITED PARTNERSHIP

File # 201241411  
OR BK 3174 Pages 901 - 906  
RECORDED 09/28/12 11:27:01  
Mary M. Johnson, Clerk  
Santa Rosa County, Florida  
  
DEPUTY CLERK KLJ  
#1  
Trans # 540501

THIS AMENDMENT (the "Amendment") to the Limited Partnership Agreement of Scenic View Apartments, Ltd., a Florida Limited Partnership (the "Partnership") dated October 28, 1987, and all amendments thereto is made and entered into as of June 13, 2012, effective as of the Effective Date defined below, by and among ARD, INC., an Alabama corporation, authorized to do business in Florida as ARD PROPERTY MANAGEMENT, INC. (the "Substitute General Partner"); and STANLEY A. CARVER, an individual, and S. ELLEN CARVER, an individual (collectively the "Withdrawing General Partner") and MID SOUTH TAX CREDIT PARTNERS III, a Missouri limited partnership (the "Consenting Limited Limited Partner"), for the purpose of consenting thereto.

RECITALS:

A. The Partnership was formed pursuant to the filing of its Certificate of Limited Partnership with the Florida Secretary of State (the "Certificate"). The Partnership is governed by its Limited Partnership Agreement of Scenic View Apartments, Ltd., dated as of October 28, 1987, as amended to date (the "Partnership Agreement").

B. The parties hereto now desire to amend the Partnership Agreement to reflect (i) the transfer of the Withdrawing General Partners to Substitute General Partner (ii) the withdrawal of Withdrawing General Partners from the Partnership and the admission of the Substitute General Partner into the Partnership and (v) certain other matters set forth herein.

C. The parties understand that, following the Effective Date, the Substitute General Partner intends to cause the Partnership to continue to operate, as affordable housing, the Partnership's apartment complex known as Scenic View Apartments (the "Apartment Complex").

NOW THEREFORE, pursuant to the provisions of the Partnership Agreement, the same is hereby amended by the parties as follows:

1. Withdrawing General Partner hereby withdraws as general partner from the Partnership, and Substitute General Partner is hereby admitted as general partner, succeeding to all rights and interests, economic and non-economic, held by Withdrawing General Partner. Substitute General Partner hereby accepts and agrees to be bound by all the terms and provisions of the Partnership Agreement, all to the same extent and under the same terms as Withdrawing General Partner.

2. The Consenting Limited Partner hereby consent to the transfer of the GP interest from Withdrawing General Partner to Substitute General Partner, the withdrawal of Withdrawing General Partner, and the admission of Substitute General Partner as a general partner in the Partnership. The GP Interest shall be held by ARD, INC., an Alabama corporation.

Prepared by:  
Sherry Mallory  
1008 Harrison Ave  
Panama City, FL  
32401

3. Consenting Limited Partner hereby acknowledges the satisfaction or waiver of any and all conditions to the transfer of the GP Interest and the admission of the Substitute General Partner.

4. General Partner hereby agrees to undertake any and all filings with third parties that may be required in connection with the transfer described herein.

5. General Partner will take all reasonable measures to ensure that all tax returns are filed timely as soon as General Partner has authority to do so.

6. (Intentionally Deleted)

7. (Intentionally Deleted)

8. In the event General Partner shall default in its obligations to timely make a TR Required Filing, then Withdrawing General Partner shall be entitled to engage its own accountants, at the expense of General Partner, to remedy General Partners default. In the event Withdrawing General Partner shall do so, General Partner shall, to the best of its ability, cooperate with and assist Withdrawing General Partner in connection with such remedy.

9. (Intentionally Deleted)

10. Withdrawing General Partner is an intended beneficiary of Sections 5 and 8 hereof. Accordingly, neither General Partner nor their successors in interest or transfers shall amend the provisions of Sections 5 or 8 hereof absent the prior written consent of Withdrawing General Partner, or, in the case of Section 5 the prior complete compliance with the terms thereof

11. General Partner represents, warrants and covenants that the Certificate is in full force and effect and has not been amended. General Partner represents that the Partnership Agreement is in full force and effect in accordance with its terms and has not been amended, and that there are no breaches or defaults, and no events which would constitute a breach or default with the passage of time, the giving of notice, or the satisfaction of other procedural requirements, by any party under the Partnership Agreement. General Partner represents, warrants and covenants that any further transfer of the Interests shall be consummated in such manner as to prevent the termination of the Partnership as a limited partnership under local law.

12. Each of General Partner/Substitute General Partner and Consenting Limited Partner hereby agrees to continue the Partnership pursuant to the Partnership Agreement.

13. The effective date of this Amendment (the Effective Date) shall be June 13, 2012.

14. In all other respects, the Partnership Agreement shall continue in full force and effect and is hereby ratified and confirmed by the undersigned.

15. This Amendment may be signed in two or more counterparts, each of which shall be

deemed to be an original and all of which together shall be deemed to be one and the same document.


16. Defined terms used but not defined herein shall have the respective meanings ascribed to them in the Partnership Agreement.

17. Schedule A is attached hereto setting forth the Certificate of Limited Partnership and interests of the partners.

WITHDRAWING GENERAL PARTNER:



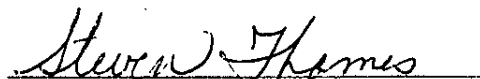
STANLEY A. CARVER a/k/a STANLEY ARDEN CARVER  
by his Attorney-in-Fact AARON STANTON CARVER



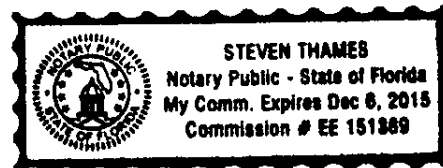
S. ELLEN CARVER, an individual

Florida  
STATE OF ~~ALABAMA~~  
COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of Sept, 2012, by STANLEY A. CARVER a/k/a STANLEY ARDEN CARVER by his Attorney-in-Fact AARON STANTON CARVER, as Withdrawing General Partner of Scenic View Apartments, Ltd., who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.



Notary Public  
(SEAL)

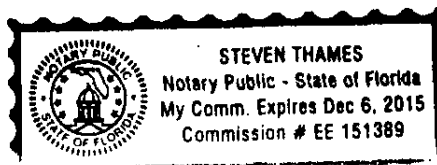




Florida  
STATE OF ~~ALABAMA~~  
COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of Sept, 2012, by  
S. ELLEN CARVER, as Withdrawing General Partner of Scenic View Apartments, Ltd., who is  
personally known to me or who has produced \_\_\_\_\_ as  
identification and who did not take an oath.

Steven Thames  
Notary Public  
(SEAL)



SUBSTITUTE GENERAL PARTNER:

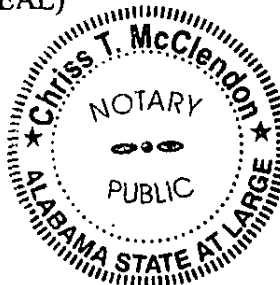
ARD, INC., an Alabama corporation  
Authorized to do business in Florida as  
ARD PROPERTY MANAGEMENT, INC.

Willard Corley  
BY: WILLARD CORLEY  
ITS: President

STATE OF ALABAMA  
COUNTY OF Tuscaloosa

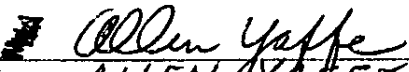
The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of September, 2012, by  
WILLARD CORLEY as President of ARD, Inc., an Alabama corporation, authorized to do business  
in Florida as ARD PROPERTY MANAGEMENT, INC., as Substitute General Partner of Scenic  
View Apartments, Ltd., who is personally known to me or who has produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did not take an oath.

Chriss T. McClendon  
Notary Public  
(SEAL)



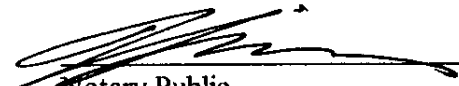
CONSENTING LIMITED PARTNER:

MID SOUTH TAX CREDIT PARTNERS III,  
a Missouri limited partnership

BY:   
Print Name: ALLEN YAFFE  
ITS: GENERAL PARTNER

STATE OF MO  
COUNTY OF ST. LOUIS

The foregoing instrument was acknowledged before me this 29 day of Aug, 2012, by  
Allen Yaffe, of MID SOUTH TAX CREDIT PARTNERS, III as Consenting Limited  
Partner of Scenic View Apartments, Ltd., who is personally known to me or who has produced \_\_\_  
as identification and who did not take an oath.

  
Notary Public  
(SEAL)



NORTON YALE BEILENSEN  
My Commission Expires  
May 11, 2014  
St. Louis County  
Commission #10435647