

#A27230

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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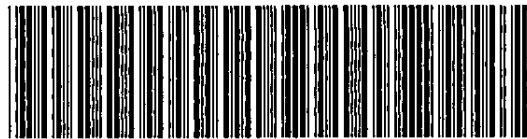
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/12/12--01033--012 **61.25

FILED
12 MAR 12 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER

MAR 13 2012

Coleman | Talley

ATTORNEYS

VALDOSTA | ATLANTA

Kimberly O. Carter, RP®, FRP

Direct (229) 671-8263

kim.carter@colemantalley.com

colemantalley.com

910 N. Patterson St.

Valdosta, GA 31601

Phone (229) 242-7562

Fax (229) 333-0885

March 8, 2012

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Milton Elderly Housing, Ltd., L.P.

Enclosed please find the following documents:

1. An original and two (2) copies of Amendment to Certificate of Authority (the "Amendment") changing the name of Milton Elderly Housing, Ltd., L.P to Milton Elderly Housing, Ltd., LLLP and making the election to become a limited liability limited partnership.
2. Certified copy of documents filed of record with the Georgia Secretary of State evidencing the name change of this entity in Georgia.
3. Our firm's check number 59800 in the amount of \$61.25 for the costs associated with the filing of the Amendment and your issuance of a Certificate of Status.
4. A self-addressed stamped envelope.

Once the Amendment has been processed, please return to our office, in the enclosed self-addressed stamped envelope, a stamp file copy of the Amendment and your Certificate of Status reflecting the name change in your records.

Should you have any questions concerning this request, please do not hesitate to contact me. Thank you.

Very truly yours



Kimberly O. Carter, RP®, FRP
Paralegal to Gregory Q. Clark

Enclosure

**AMENDMENT TO CERTIFICATE OF AUTHORITY
FOR
FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP**

FILED
12 MAR 12 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:
MILTON ELDERLY HOUSING, LTD., L.P.
2. The jurisdiction of its formation is: GEORGIA
3. The date the entity was authorized to transact business in Florida is: JULY 3, 2000
4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:
MILTON ELDERLY HOUSING, LTD., LLLP

*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.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

<u>Name:</u>	<u>Business Address:</u>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
<hr/>	<hr/>
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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:



The entity elects to be a limited liability limited partnership.



The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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 of a general partner:



Typed or printed name:

William J. Rea, Jr.

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

STATE OF GEORGIA

Secretary of State

Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

Certified Copy

I, Brian P. Kemp, Secretary of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

MILTON ELDERLY HOUSING, LTD., LLLP

Domestic Limited Partnership

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the 23rd day of January, 1989 its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia. This Certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 9th day of March, 2012

B. P. Kemp

Brian P. Kemp
Secretary of State

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 001190565
CONTROL NUMBER: J901464
EFFECTIVE DATE: 04/27/2000
REFERENCE : 0007
PRINT DATE : 04/28/2000
FORM NUMBER : 648

RUSSELL D. HENRY
ATTORNEY AT LAW
P. O. BOX 5437
VALDOSTA, GA 31603

CERTIFICATE OF ELECTION AND NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the certificate of limited partnership of

MILTON ELDERLY HOUSING, LTD., L.P.
A DOMESTIC LIMITED PARTNERSHIP

has been amended and the limited partnership name changed to

MILTON ELDERLY HOUSING, LTD., LLLP

by the filing of a certificate of amendment in the Office of the Secretary of State and by the paying of fees as required by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said certificate of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.

Cathy Cox



Cathy Cox
Secretary of State

**MILTON ELDERLY HOUSING, LTD., L.P.
to become MILTON ELDERLY HOUSING, LTD., LLLP**

(a Georgia Limited Partnership)

**AMENDMENT TO THE LIMITED PARTNERSHIP
CERTIFICATE AND AGREEMENT
AND LIMITED LIABILITY ELECTION**

This Amendment, entered into effective as of January 1, 1999, to the Certificate of Limited Partnership and Limited Partnership Agreement, dated March 31, 1989, as amended, by and between **RURAL HOUSING PARTNERSHIPS, INC.**, a Georgia corporation (the "Withdrawing General Partner" as listed on Schedule 1), and **DAVID A. BROWN**, (the "Converting General Partner", as listed on Schedule 1) and **WILLIAM J. REA, JR.** ("Rea", as the sole General Partner as listed on Schedule 2).

Preliminary Statement

By Certificate of Limited Partnership dated September 1, 1989 and filed with the Secretary of State of Georgia on October 5, 1989, Milton Elderly Housing, Ltd., L.P., a Georgia Limited Partnership (the "Partnership") was formed as a Georgia limited partnership. The Limited Partnership Agreement was restated September 1, 1989. The above referenced Agreement and Certificate as amended to date, is herein referred to as the "Agreement".

WHEREAS, the Withdrawing General Partner has agreed to assign all of its right, title and interest in and to the general partner interest in the Partnership to Rea;

WHEREAS, Converting General Partner desires to convert his General Partner Interest;

WHEREAS, the Withdrawing General Partner and Converting General Partner desires to designate Rea as the sole General Partner (Rea is hereinafter referred to as the sole "General Partner") pursuant to the terms of the Agreement; and,

WHEREAS, the sole General Partner desires to reaffirm his obligations of a general partner of the Partnership and to continue the Partnership as a limited partnership upon the same terms and conditions as set forth in the Agreement as amended hereby.

NOW, THEREFORE, the parties to the Agreement for good and valuable consideration do hereby agree as follows:

1. Article I of the Agreement is amended by striking the definition of Class B Limited Partner and replacing it with the following: "means a General Partner whose General Partnership Interest has been converted to a Limited Partner Interest upon the voluntary conversion by a General Partner of its General Partnership Interest to a Limited Partner, death, dissolution, adjudication of incompetency, insanity, insolvency, bankruptcy, or assignment for the benefit of creditors. A Class

B Limited Partner shall have only the rights and benefits specifically provided for in this Agreement and none of the rights of the Limited Partner.

2. Article 1.4.1 is amended to strike David A. Brown and Rural Housing Partnerships, Inc. as General Partners and add a new 1.4.4 Class B Limited Partners

David A. Brown
3548 North Crossing Circle
Valdosta, GA 31602

3. Article 10.4 is amended to strike it in its entirety and replace with the following:

"10.4 Death, Incompetency, Bankruptcy, Dissolution of a General Partner.
In the event of the death, dissolution, adjudication of incompetency, insanity, insolvency, bankruptcy, or assignment for the benefit of credits of any General Partner or voluntary conversion by a General Partner of his General Partner of his General Partner in such to Limited Partner Interest, the interest in the Partnership of such General Partner will be immediately converted into that of a Class B Limited Partner in accordance with Section 10.5; provided, however, Section 10.5 shall not apply to any Class B Limited Partner interest that has been voluntarily converted.

4. Any and all references to General Partners in the Amendment and Certificate, not specifically delineated above, are hereby amended to reflect David A. Brown and Rural Housing Partnerships, Inc. no longer being General Partner and William J. Rea, Jr. being the sole remaining General Partner, such conversion is reflected on the attached Schedule 1.

5. Assignment and Transfer of General Partnership Interest.

- (i) The Withdrawing General Partner hereby assigns, transfers and delivers each of its right, title, and interest in and to its general partnership interest in the Partnership to the sole General Partner;
- (ii) The sole General Partner hereby accepts the foregoing assignment and transfer of the general partnership interests from the Withdrawing General Partner as of the date hereof, and hereby accepts all of the terms and provisions of the Agreement, and reaffirms his obligations of the general partners thereunder first arising as of, or at any time after, the date hereof (but specifically excluding any acts or omissions of the Withdrawing General Partner and the Converting General Partner occurring prior to the date hereof for which claims are made after the date hereof);
- (iii) The Withdrawing General Partner hereby withdraws as general partner of the Partnership and agree that it has no further right to participate in the management or operation of the Partnership or to receive any future allocations of profits and losses, any cash distributions from the Partnership or any other funds or assets of the Partnership;

- (iv) The Withdrawing General Partners, the Converting General partner and the sole General Partner hereby consent to the assignment and transfer of the general partnership interest as set forth above. The sole General Partner elects to continue the term of the Partnership upon the same terms and conditions as are set forth in the Agreement, as amended hereby.

6. Amendment to Provisions of Agreement.

- (i) Each reference in the Agreement to General Partner shall hereafter refer to the sole General Partner.
- (ii) Schedule 1 to the Agreement is hereby amended by deleting the name, address and percentage interests of the Withdrawing General Partners listed on Schedule 1 and substituting the name, address and percentage interest received of the General Partner listed on Schedule 2.

7. Pursuant to O.C.G.A. § 14-8-62(g), the undersigned partners do hereby agree to elect limited liability and change the name of the partnership to "MILTON ELDERLY HOUSING, LTD., LLLP." All references in the Certificate and Agreement are amended to reflect the name "MILTON ELDERLY HOUSING, LTD., LLLP."

8. Ratification.

Except as modified hereby, the Agreement is hereby ratified and confirmed and shall remain full force and effect as written. The parties hereto, by themselves or through their true remain in and lawful attorneys-in-fact have the full power, authority, and legal right to execute this Amendment.

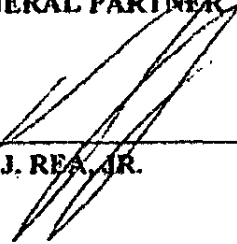
9. Counterparts.

This Amendment may be executed in counterparts and all such counterparts as so executed, shall constitute an agreement binding upon all the parties hereto.

(Signatures begin on the next page.)

IN WITNESS WHEREOF, the parties hereto have signed this amendment to the Agreement as of the date first written above.

SOLE GENERAL PARTNER



WILLIAM J. REA, JR.

00 APR 27 PM 3:45
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SECRETARY OF STATE
SOUTH CAROLINA OFFICE

WITHDRAWING GENERAL PARTNER

**Rural Housing Partnerships, Inc.
a Georgia corporation**

By: _____

Name: David A. Brown

Title: President

CONVERTING GENERAL PARTNER

DAVID A. BROWN

00 APR 21 PM 3:45
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SOUTH CAROLINA OFFICE

Schedule 1
Withdrawing General Partner

Name and Address of
General Partner

Percentage
Owned

Date of
Withdrawal

Rural Housing Partnerships, Inc.
P. O. Box 2405
Valdosta, Georgia 31604

34%

1 - 1, 1998

00 APR 27 PM 3:45
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SECRETARY OF STATE
SOUTH GA. OFFICE

Schedule 2
Sole General Partner

<u>Name and Address of General Partner</u>	<u>Percentage Received</u>	<u>Date of Transfer</u>
William J. Rea, Jr 604 Fleming Road 348 Enterprise Drive Cordole, Georgia 31915 Valdosta, GA 31602	34%	<u>1 - 1</u> , 1998

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RECEIVED
SECRETARY OF STATE
SOUTH GA OFFICE

Limited Partner Approval

The undersigned limited partner of Milton Elderly Housing, Ltd., L.P., does hereby approve of the Amendment voluntarily converting David A. Brown from a General Partner to a Class B Limited Partner, Rural Housing Partnerships, Inc. withdrawing as General Partner, thereby leaving William J. Rea as sole General Partner, and further the limited liability election of the limited partnership.

GATEWAY TAX CREDIT FUND LTD,
a Florida limited partnership

By: 

Name: Ronald M. Diner

Title: President

Raymond James Tax Credit Funds,
Inc., General Partner

00 APR 27 PM 3:45
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SECRETARY OF STATE
SOUTH CAROLINA OFFICE