

**A30136**

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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

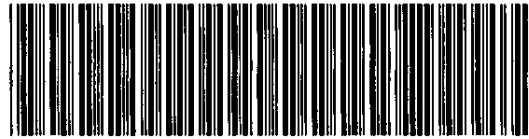
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



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TALLAHASSEE FLORIDA

**D. BRUCE**

JAN 09

**EXAMINER**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 27, 2012

RODNEY CORLEY  
ARD-INC  
2620 11TH STREET  
TUSCALOOSA, AL 35401

SUBJECT: MARYLANE APARTMENTS, LTD.  
Ref. Number: A30136

We have received your document for MARYLANE APARTMENTS, LTD. and your check(s) totaling \$61.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 212A00030458

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Marylane 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

2620 11th Street

Address

Tuscaloosa, AL 35401

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 )

Area Code and Daytime Telephone Number

331-9390

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

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TALLAHASSEE, FLORIDA

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

**Marylane 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 30, 1990, assigned Florida document number A30136, 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:

410 W. Indiana Ave

Enter Florida street address

Bonifay

Florida

City


32425

Zip Code

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**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 PROPERTY MANAGEMENT, INC F05000007564	2620 11th Street Tuscaloosa, AL 35401	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<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.*

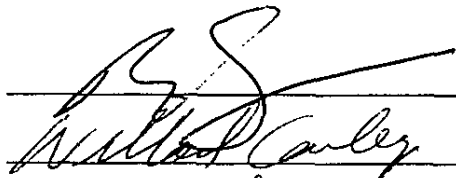
F. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

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:**

  
\_\_\_\_\_

S. Ellen Carver - Please see attached document  
Stanley A. Carver - Please see attached document

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

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TALLAHASSEE FLORIDA

THIRD AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT  
AND CERTIFICATE OF  
MARYLANE APARTMENTS, LTD.  
A FLORIDA LIMITED PARTNERSHIP

THIS THIRD AMENDMENT (the "Amendment") to the Limited Partnership Agreement of Marylane Apartments, Ltd., a Florida Limited Partnership (the "Partnership") whose Certificate of Limited Partnership is dated May 24, 1990 and was filed with the Florida Secretary of State on May 30, 1990, and whose first amendment thereto is dated April 15, 1991 and was filed with the Florida Secretary of State on June 25, 1991, and whose second amendment thereto is dated and was filed with the Florida Secretary of State on April 28, 2003, is made and entered into as of September, 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 MARYLANE INVESTORS, LP ("Consenting Limited Partner"), for the purpose of consenting hereto.

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 Marylane Apartments, Ltd., dated as of May 24, 1990, as amended by its Amended and Restated Certificate and Agreement of Limited Partnership dated April 15, 1991, and as amended by its Certificate of Amendment to Certificate of Limited Partnership recorded on April, 28, 2003 (the "Partnership Agreement").
- B. The parties hereto now desire to amend the Partnership Agreement to reflect (i) the transfer of the Withdrawing General Partners' ownership interest ("GP Interest") 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 Marylane 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

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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 consents 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.
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. Substitute 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. Substitute General Partner will take all reasonable measures to ensure that all tax returns ("TR Required Filing") are filed timely as soon as Substitute General Partner has the authority to do so.
6. In the event Substitute 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 Substitute General Partner, to remedy Substitute General Partner's default. In the event Withdrawing General Partner shall do so, Substitute General Partner shall, to the best of its ability, cooperate with and assist Withdrawing General Partner in connection with such remedy.
7. Withdrawing General Partner is an intended beneficiary of Sections 5 and 6 hereof. Accordingly, neither Substitute General Partner nor its successors in interest or transferees shall amend the provisions of Sections 5 or 6 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.
8. Withdrawing General Partner represents, warrants, and covenants that the Certificate is in full force and effect and has not been amended except as described herein. Withdrawing General Partner further represents, warrants, and covenants 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. Withdrawing General Partner further represents, warrants and covenants that any further transfer of the GP Interest shall be consummated in such manner as to prevent the termination of the Partnership as a limited partnership under local law.
9. Each of Withdrawing General Partner, Substitute General Partner, and Consenting Limited Partner hereby agrees to continue the Partnership pursuant to the Partnership Agreement.

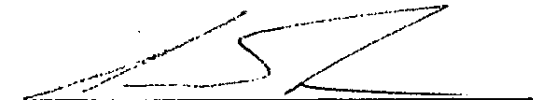
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10. The effective date of this Amendment (the Effective Date) shall be September, 2012.
11. In all other respects, the Partnership Agreement shall continue in full force and effect and is hereby ratified and confirmed by the undersigned.
12. This Amendment 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.
13. Defined terms used but not defined herein shall have the respective meanings ascribed to them in the Partnership Agreement.
14. Schedule A is attached hereto setting forth the Certificate of Limited Partnership and interests of the partners.

WITHDRAWING GENERAL PARTNER



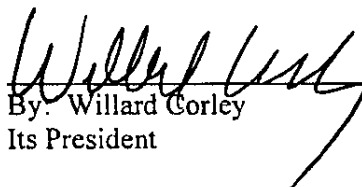
Stanley A. Carver



S. Ellen Carver

SUBSTITUTE GENERAL PARTNER

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



By: Willard Corley  
Its President

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CONSENTING LIMITED PARTNER

MARYLANE INVESTORS, LP

*Willard Coley*

By: \_\_\_\_\_  
Its \_\_\_\_\_

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