

# A30419

Requestor's Name

1601 Forum Place, Suite 805

Address

West Palm Beach, FL 33401

City/State/Zip

Phone #

Office Use Only

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## CORPORATION NAME(S) &amp; DOCUMENT NUMBER(S), (if known):

1. Spanish River Executive Plaza, Ltd.  
(Corporation Name) (Document #)2. \_\_\_\_\_ (Corporation Name) (Document #) 200002054162--7  
-01/10/97--01076--008  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

3. \_\_\_\_\_ (Corporation Name) (Document #)

4. No more letters up  
(Corporation Name) (Document #)☐ Walk in☐ Pick up time \_\_\_\_\_☐ Certified Copy☐ Mail out☐ Will wait☐ Photocopy☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Name	<u>221-9</u>
Availability	<u>221-9</u>
Document Examiner	<u>221-9</u>
Updater	<u>221-9</u>
Updater Verifier	<u>221-9</u>
Acknowledgment	<u>221-9</u>
W. P. Verifier	<u>221-9</u>

Examiner's Initials

**FIRST AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF SPANISH RIVER EXECUTIVE PLAZA, LTD.**

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The undersigned, being all of the Partners of SPANISH RIVER EXECUTIVE PLAZA, LTD., hereby acknowledge, certify and swear that they have previously formed and are continuing a limited partnership, (hereinafter called the "Partnership") pursuant to Florida Law (F.S.A. Section 620) and that:

**BACKGROUND**

On July 5, 1990, the original Agreement of Limited Partnership was adopted by the Partners.

On July 25, 1990, the Certificate of Limited Partnership was adopted by the Partners and recorded with the Department of State of Florida and assigned Partnership #A30419.

**FIRST AMENDED AND RESTATED CERTIFICATE**

1. The name of the Partnership is and shall continue to be SPANISH RIVER EXECUTIVE PLAZA, LTD.

a. The character of the business of the Partnership shall be:

- i. to acquire, own and operate certain real property located at the northwest corner of West Spanish River Boulevard and Boca Raton Boulevard (formerly 2nd Avenue), Boca Raton, Florida, together with the improvements thereon (known as the Spanish River Executive Plaza and/or Century Financial Plaza), which real property contains approximately 2.8 acres of land ("Real Property"); and to own, finance, lease, hold, maintain and operate thereon, for investment purposes, an office building complex containing approximately 37,000 sf of leasable area ("Improvements") located on the Real Property which collectively are herein referred to as the "Project" or the "Property"; and to conduct such other activities as may be necessary to promote the business of the Partnership.
- ii. To obtain and modify from time to time one or more mortgage loans including but not limited to that certain \$2,180,000.00 purchase money mortgage provided by the Sellers of the Property in accordance with a purchase contract

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entered into on June 20, 1990 ("Purchase Contract"), original General Partners of the Partnership, which Purchase Contract was assigned to the Partnership and including and other and/or additional substitute loans from pension and life insurance companies, commercial banks, savings banks, any other institutional or non-institutional source or from any other mortgage loan source; and to own, hold, manage, operate, encumber and otherwise deal in and with respect to the Project; and

- iii. To engage in all other activities incidental or related to any of the foregoing, exercising all rights and powers to which the Partnership may be entitled under any and all laws, agreements or other documents, all as shall from time to time be considered appropriate by the General Partners. However, the Partnership shall participate in no other business but the acquisition of and holding, leasing and investment in the Project unless authorized in this Agreement or in a separate writing executed by the majority of the Limited Partners and a majority of the General Partners, if more than one.

b. The location of the principal place of business of the Partnership is hereby amended to be in Palm Beach County, Florida, at c/o Walter J. Mackey, Jr., 1601 Forum Place, Suite 805, West Palm Beach, FL 33401.

2. The name and address of the agent for service of process on the Partnership is: Walter J. Mackey, Jr., 772 Lagoon Drive, North Palm Beach, FL 33408.

3. The mailing address of the Partnership is hereby amended to be: Spanish River Executive Plaza, Ltd., c/o Walter J. Mackey, Jr., 1601 Forum Place, Suite 805, West Palm Beach, FL 33401.

4. NAPIC Realty, Inc. withdrew as general partner as of March 24, 1994, and is no longer a general partner.

Mackey/Krumm Ventures, Inc. was admitted as a General Partner to the Partnership on March 25, 1994.

RMF Properties-Ohio, Inc. withdrew as a general partner as of December 31, 1994, leaving Mackey/Krumm Ventures, Inc. as the sole surviving general partner, which entity has remained as the sole general partner through this date.

5. The name of the sole surviving General Partner of the Partnership as of this date and its address is as follows:

Mackey/Krumm Ventures, Inc.  
c/o Walter J. Mackey, Jr.  
1601 Forum Place, Suite 805  
West Palm Beach, FL 33401

6. The name and address of the original Limited Partner is:

Walter J. Mackey, Jr.  
772 Lagoon Drive  
North Palm Beach, FL 33408

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7. No Partner ("General" or "Limited") shall be obligated to make any capital contributions to the Partnership except as stated in the Partnership Agreement.

8. The Partners, including the Limited Partners, are entitled to the Partnership income and losses and cash flow as such items are defined and subject to certain priorities described in the Partnership Agreement.

9. The Partnership commenced as of July 5, 1990, and shall terminate on December 31, 2020, or such earlier date as one of the following events may occur:

a. The adjudication of bankruptcy, legal incapacity, insolvency, a termination or death of the remaining General Partner, unless the Partnership's business is continued by the Limited Partners pursuant to Section 4.2(b) of the Partnership Agreement.

b. Sale or abandonment of all or substantially all of the property of the Partnership.

c. The decision of the General Partner or a majority of the General Partners, if more than one exists, to terminate the Partnership provided that Limited Partners then owning at least fifty percent (50%) of the interests (pursuant to Section 2.4(a) of the Partnership Agreement) of all Limited Partners in the Partnership consent thereto.

10. No Limited Partner shall have a right to any priority whatsoever over other Limited Partners as to contributions or compensation by way of income or cash flow.

11. No Limited Partner has a right to demand and receive property other than cash in return for his contributions.

12. No Limited Partner shall have the right to substitute an assignee as a Limited Partner in his place except with the prior written consent of the General Partner on the terms and conditions set forth in the Partnership Agreement.

IN WITNESS WHEREOF, the Partners have executed and sworn to this First Amended and Restated Certificate on December 27, 1996.

WITHDRAWN GENERAL PARTNER

RMF PROPERTIES-OHIO, INC.  
(an Ohio Corporation)

By: [Signature]

Walter J. Mackey, Jr.,  
President

ORIGINAL LIMITED PARTNER

WALTER J. MACKEY, JR.

By: [Signature]

Walter J. Mackey, Jr.

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WITHDRAWN GENERAL PARTNER

NAPIC REALTY, INC.  
(a Florida Corporation)

By: [Signature]

David H. Gibbons,  
President

NEW SOLE AND SURVIVING  
GENERAL PARTNER / Registered Agent

MACKEY/KRUMM VENTURES, INC.,  
a Florida Corporation

By: [Signature]

Walter J. Mackey, Jr.,  
President

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH        )

Before me, a notary public in and for said county and state, personally appeared Walter J. Mackey, Jr., who is personally known to me, and who is (i) the Original Limited Partner of the aforesaid Limited Partnership, (ii) the President of RMF Properties-Ohio, Inc. (a withdrawn GP of the aforesaid Limited Partnership), and (iii) President of Mackey/Krumm Ventures, Inc., the sole surviving General Partner of the aforesaid Limited Partnership, who acknowledged that he executed the foregoing Certificate and that the same is his free and voluntary act, and the free and voluntary act of said corporation.

[Signature]

27 day of December, 1996.

Notar Public

Name of Notary Public Printed

## My Commission Expires

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STATE OF FLORIDA )

) SS:

Before me, a notary public in and for said county and state, personally appeared David H. Gibbons, who is personally known to me, and who is the President of NAPIC REALTY, INC. (a withdrawn General Partner of the aforesaid Limited Partnership), who acknowledged that he executed the foregoing Certificate and that the same is his free and voluntary act, and the free and voluntary act of said corporation.

In Testimony Whereof, I have subscribed my name and affixed by official seal this 27<sup>th</sup> day of DECEMBER, 1996.

ANDREA J. MCCLUNG  
My Comm Exp. 12/21/97  
Bonded By Service Ins  
No. CC337765  
☒ Personally Known ☐ Other I.D.

## Notary Public

Name of Notary Public Printed

## My Commission Expires