

A 32456

(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



200249465822

07/12/13--01027--003 **61.25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JUL 24 PM 12:18

JUL 25 2013

T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SIMPLY FASHION STORES 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:

SWAPNIL SHAH

Contact Person

ADINATH CORP.

Firm/Company

2110 NW 95 AVE.

Address

DORAL, FL 33172

City, State and Zip Code

sjs@mahudi.com

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

For further information concerning this matter, please call:

SWAPNIL SHAH

Name of Contact Person

at (305) 592-2712

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

13 JUL 24 AM 6:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 15, 2013

SWAPNIL SHAH
ADINATH CORP
2110 NW 95 AVE
DORAL, FL 33172

SUBJECT: SIMPLY FASHION STORES, LTD.
Ref. Number: A32456

We have received your document for SIMPLY FASHION STORES, 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):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

Please return the corrected original and one copy of 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.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 313A00017183

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

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:

Simply Fashion Stores, Ltd. (A32456)

2. The jurisdiction of its formation is: Alabama

3. The date the entity was authorized to transact business in Florida is: 01/13/1992

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

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:

Name:

Business Address:

Adinath Corp. (V13633)

2110 NW 95th Avenue
Miami, FL 33172

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.

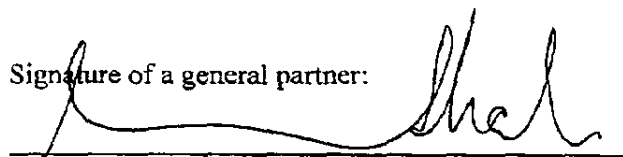
☐

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: 08/01/2013
(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:

Swapnil Shah, President of Adinath Corp.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 JUL 24 PM 12:18

20130514000502740 1/4
Bk: LR201314 Pg: 303
Jefferson County, Alabama
I certify this instrument filed on:
05/14/2013 02:03:06 PM PIRAMD
Judge of Probate- Alan L. King

**THIRD AMENDMENT
TO
SECOND AMENDED AND RESTATED
CERTIFICATE AND LIMITED PARTNERSHIP AGREEMENT
OF SIMPLY FASHION STORES, LTD.**

THIS AMENDEDMENT is executed as of the 25th day of April, 2013 by Adinath Corp., a Florida corporation ("Adinath"), in its capacity as the general partner ("General Partner") of Simply Fashion Stores, Ltd., an Alabama limited partnership (the "Partnership"), but is effective for all purposes as of the 4th day of February, 2013.

RECITALS:

WHEREAS, the Partnership was originally formed under the Act pursuant to the Certificate and Limited Partnership Agreement dated as of December 6, 1991, recorded in Book 4157, Page 542, Jefferson County, Alabama Probate Records (the "Records"); as amended by the First Amendment to Certificate and Limited Partnership Agreement dated December 9, 1991, recorded in Book 4157, Page 832 of the Records; as amended and restated by the Amended and Restated Certificate and Limited Partnership Agreement dated December 31, 1991, recorded in Book 4225, Page 114 of the Records; as amended by the First Amendment to Amended and Restated Certificate and Limited Partnership Agreement dated September 29, 1992, recorded in Book 4372, Page 916 of the Records; as amended and restated by the Second Amended and Restated Certificate and Limited Partnership Agreement dated May 17, 1993, as recorded in the Records; as amended by the First Amendment to Second Amended and Restated Certificate and Limited Partnership Agreement dated December 28, 1994, as recorded in the Records; and as amended by the Second Amendment to Second Amended and Restated Certificate and Limited Partnership Agreement of Simply Fashion Stores, Ltd. dated December 31, 1999, as recorded in the Records (collectively, the "Certificate");

WHEREAS, Simply Fashions, Inc. ("SF Inc.") has sold, transferred and otherwise assigned its general partnership interest in the Partnership to Adinath, the result of which is that SF Inc. is no longer a general partner in the Partnership;

WHEREAS, Mark Barstein ("M Barstein") has sold, transferred and otherwise assigned fifty-percent (50%) of his limited partnership interest to each of the "Swapnil Shah Revocable Trust (DTD 11/8/2002)" and the "Shail Shah Revocable Trust (DTD 7/10/2004)", the result of which is that M Barstein is no longer a limited partner in the Partnership;

WHEREAS, Rodney Barstein ("R Barstein") has sold, transferred and otherwise assigned fifty-percent (50%) of his limited partnership interest to each of the "Swapnil Shah Revocable

Trust (DTD 11/8/2002)” and the “Shail Shah Revocable Trust (DTD 7/10/2004)”, the result of which is that R Barstein is no longer a limited partner in the Partnership;

WHEREAS, SF Inc. has sold, transferred and otherwise assigned fifty-percent (50%) of its limited partnership interest to each of the “Swapnil Shah Revocable Trust (DTD 11/8/2002)” and the “Shail Shah Revocable Trust (DTD 7/10/2004)”, the result of which is that SF Inc. is no longer a limited partner in the Partnership;

WHEREAS, the remaining limited partners of the Partnership waived all rights of first refusal in connection with the sale, transfer and assignment of the limited partnership interests held by SF Inc., R Barstein and M Barstein pursuant to Paragraph 15 of the Certificate;

WHEREAS, the limited partners of the Partnership irrevocably appointed the General Partner as the true and lawful attorney-in-fact of each of them to make, execute, sign, acknowledge, certify, deliver, file or record any amendments to the Certificate that the General Partner considers necessary or appropriate consistent and in accordance with Paragraph 19 of the Certificate; and

WHEREAS, the General Partner has executed this instrument to amend the Certificate on the terms provided herein.

NOW, THEREFORE, in consideration of the premises, the General Partner, acting in such capacity, and as attorney-in-fact for the Partnership’s limited partners, amends the Certificate as follows:

1. WITHDRAWAL AND SUBSTITUTION. Effective as of February 4, 2013, (a) SF Inc. ceased to be a general partner of the Partnership, (b) Adinath shall be the sole general partner, (c) SF Inc., R Barstein and M Barstein ceased to be limited partners of the Partnership, and (d) the limited and general partnership interests in the Partnership are in the percentages listed on Schedule A hereto.
2. CERTAIN DEFINITIONS.
 - (a) The term “General Partners” as used in the Certificate shall only include Adinath.
 - (b) The term “Limited Partners” as used in the Certificate shall exclude SF Inc., R Barstein and M Barstein.

(c) The term "Shah Partners" as used in the Certificate shall only include the Bhavana Shah Revocable Trust (DTD 5/6/1999), the Swapnil Shah Revocable Trust (DTD 11/8/2002), and the Shail Shah Revocable Trust (DTD 7/10/2004).

3. FULL FORCE AND EFFECT. Except as hereby amended, the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, the General Partner has executed this Third Amendment to Second Amended and Restated Certificate and Limited Partnership Agreement as of the date written above, but is effective for all purposes as of the 4th day of February, 2013.

ADINATH CORP.,
a Florida corporation

By: _____

Swapnil Shah, President

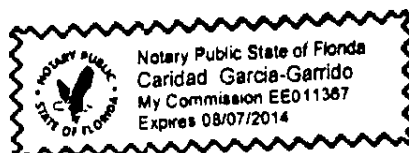
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I, the undersigned, a Notary Public in and for Miami-Dade County, Florida, hereby certify that Swapnil Shah, as president of Adinath Corp., a Florida corporation, and who is personally known to me, did appear, execute and acknowledge before me that he is duly authorized to execute the *Third Amendment to Second Amended and Restated Certificate and Limited Partnership Agreement of Simply Fashion Stores, Ltd.*, and did so voluntarily as the act of the Partnership on the date of this acknowledgement.

In Witness Whereof, I have hereunto set forth my hand and affixed my official seal this 25th day of April, 2013.

Notary Public

My commission expires: _____



SIMPLY FASHION STORES, LTD.

Schedule A

to

Third Amendment to Second Amended and Restated Certificate and Limited Partnership Agreement

<u>Limited Partners</u>	<u>Percent Owned</u>
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Bhavana Shah Revocable Trust (DTD 5/6/1999)	6.70032600%
Swapnil Shah Revocable Trust (DTD 11/8/2002)	39.4495507%
Shail Shah Revocable Trust (DTD 7/10/2004)	39.4495506%

Isaac Chehebar	3.1019815%
Albert Chehebar	3.1019815%
Jack Chehebar	3.1019815%
Joseph Chehebar	3.1019815%

<i>Total LP:</i>	98.0073533%
	=====

<u>General Partner</u>	<u>Percent Owned</u>
------------------------	----------------------

Adinath Corp.	1.99264670%
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<i>Total GP:</i>	1.99264670%
	=====

Total LP and GP: 100%

20130514000502740 4/4
Bk: LR201314 Pg:303
Jefferson County, Alabama
05/14/2013 02:03:06 PM PTRAMD
Fee - \$38.00

Total of Fees and Taxes-\$38.00
SC0TTK

Jefferson County

I, the Undersigned, as Judge of Probate in and for said County, in said State, hereby certify that the foregoing is a full, true and correct copy of the instrument with the filing of same as appears of

record in this office in vol. 2012/14 page 308

Given under my hand and official seal, this the 14th

day of May, 2013.

Adam L. Kratz
Judge of Probate