

CAPITAL CONNECTION, INC.

171 Virginia Street, Suite 100, Tallahassee, Florida 32301  
(850) 222-8800 • (850) 347-6000 Fax (850) 222-2222

A9500000555

Mystic Pointe II, LTD.

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-02/17/98--01013--019  
\*\*\*\*113.75 \*\*\*\*113.75

- Art of Inc. File
- LTD Partnership File Amend
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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Name	<u>OR 2-17</u>
Availability	
Agent	<u>[Signature]</u>
Examiner	<u>[Signature]</u>
Mediator	<u>[Signature]</u>
Mediator	<u>[Signature]</u>
Verifier	<u>[Signature]</u>
Acknowledgement	<u>[Signature]</u>
W. P. Verifier	<u>[Signature]</u>

Signature \_\_\_\_\_

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Name \_\_\_\_\_      Date \_\_\_\_\_      Time \_\_\_\_\_

Walk-In \_\_\_\_\_      Will Pick Up \_\_\_\_\_

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP AGREEMENT  
FOR MYSTIC POINTE II, LTD.**

The undersigned, desiring to amend and restate the Certificate of Limited Partnership Agreement of MYSTIC POINTE II, LTD., a Florida Limited Partnership, whose Affidavit and Certificate of Limited Partnership Agreement was filed with the State of Florida, Department of State, on April 6, 1995, Document Number A95000000555, and whose First Amendment to the Certificate of Limited Partnership Agreement was filed with the State of Florida, Department of State, on January 3, 1997, hereby execute this Amended and Restated Certificate of Limited Partnership Agreement:

1. The name of the limited partnership is:  
MYSTIC POINTE II, LTD.
2. The purpose of the limited partnership is the development of:  
AN APARTMENT COMPLEX

3. The principal place of business and the mailing address of the limited partnership is located at:  
5700 SW 34TH STREET, SUITE 1307, GAINESVILLE, FLORIDA 32608

4. The name and address of each General Partner interested in the limited partnership is:

<u>NAME AND ADDRESS</u>	<u>INTEREST</u>
UNITED COMMUNITY DEVELOPMENT, INC. a Florida not for profit corporation 630 NORTH BUMBY AVENUE ORLANDO, FLORIDA 32803-4920	51.00%
DAVIS HERITAGE, LTD., a Florida Limited Partnership 5700 SW 34TH STREET, SUITE 1307 GAINESVILLE, FLORIDA 32608	15.00%
RONNIE C. DAVIS 5700 SW 34th STREET, SUITE 1307 GAINESVILLE, FLORIDA 32608	15.00%
STEFAN M. DAVIS 5700 SW 34th STREET, SUITE 1307 GAINESVILLE, FLORIDA 32608	15.00%

*196-1997*

*AGS-823*

- The name and address of each Limited Partner interested in the limited partnership is:

<u>NAME AND ADDRESS</u>	<u>INTEREST</u>
RONNIE C. DAVIS 5700 SW 34th STREET, SUITE 1307 GAINESVILLE, FLORIDA 32608	4.00%

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- 5. The name and address of the registered agent of this limited partnership is as follows:  
  
NORITA V. DAVIS  
20721 SW 46TH AVENUE  
NEWBERRY, FLORIDA 32669
- 6. The term for which the partnership is to exist is from the commencement date of the Agreement and shall continue in force until December 31, 2046 unless sooner terminated as provided in the Amended and Restated Agreement of Limited Partnership dated as of January 29, 1998.
- 7. The amount of cash contributed by the Limited Partner is one hundred dollars (\$100.00).
- 8. No further contributions have been agreed to be made by the Limited Partner.
- 9. There has been no time agreed upon when the contribution of each Limited Partner is to be returned except upon dissolution of the partnership or withdrawal or termination of a Limited Partner.
- 10. Each Limited Partner shall receive a share of the profits of the partnership in proportion to his shares of interest in the limited partnership.

RONNIE C. DAVIS 4.0

- 11. A Limited Partner may sell, assign, pledge, hypothecate or in any manner transfer its or his interest in the partnership, provided that such sale, assignment, pledge, hypothecation or other transfer shall create only the right in the transferee to share or participate in the profits or losses of the partnership which the transferring Partner has pursuant to this Agreement. The Transferee shall not be a substitute Limited Partner unless he has obtained the written consent of the General Partner(s), and all parties have complied with the applicable requirements of law to effectuate such status as a substitute Limited Partner.
- 12. The right of the Partners to admit additional partners shall be as follows:  
  
An additional General Partner may not be admitted to the partnership without the written consent of the above named General Partner(s) as shown in Paragraph 4; No other Limited Partners other than those listed in Paragraph 10 above, shall be admitted to the partnership without the written consent of all Partners.
- 13. No right or priority exists between the Limited Partners as to

the contributions or compensation by way of income.

- 14. The right of the remaining General Partner(s) to continue the business of the partnership upon the death, retirement, insanity or bankruptcy of a General Partner shall be as follows:

The death, retirement, insanity, or bankruptcy of a General Partner shall cause a dissolution of the partnership unless all remaining members agree to continue the partnership.

- 15. A Limited Partner shall not have the right to demand or receive property other than cash in return for his contribution.

This Amended and Restated Certificate of Limited Partnership is duly executed and is filed in accordance with §620.109 of the Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement this 28th day of January, 1998 at Gainesville, Florida.

Signed, sealed and delivered  
our presence as witnesses:

**UNITED COMMUNITY DEVELOPMENT,  
INC.**, a Florida not for profit  
corporation

*Kenneth L. Thomas*  
Printed Name of Witness: Kenneth L. Thomas

By: *Thomas N. Alston*  
**THOMAS N. ALSTON**, its President  
General Partner

*James J. Stockman*  
Printed Name of Witness: James J. Stockman

Attest: *J.N. BAREN*  
Secretary

(CORPORATE SEAL)

**DAVIS HERITAGE, LTD.**, a Florida  
Limited Partnership, by and  
through its general partner,  
**EARTHART, INCORPORATED**, a  
Florida corporation

*James J. Stockman*  
Printed Name of Witness: James J. Stockman

By: *Ronnie C. Davis*  
**RONNIE C. DAVIS**, its President  
General Partner

*Kenneth L. Thomas*  
Printed Name of Witness: Kenneth L. Thomas

Attest: *Yorita N. Davis*  
Secretary (CORPORATE SEAL)

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*James J. Stockman*  
Printed Name of Witness: James J. Stockman

*Stefan M. Davis*  
**STEFAN M. DAVIS**  
General Partner

*Kenneth L. Thomas*  
Printed Name of Witness: Kenneth L. Thomas

*Ronnie C. Davis*  
**RONNIE C. DAVIS**  
General Partner

*James J. Stockman*  
Printed Name of Witness: James J. Stockman

*Kenneth L. Thomas*  
Printed Name of Witness: Kenneth L. Thomas

*Ronnie C. Davis*  
**RONNIE C. DAVIS**  
Limited Partner


*James J. Stockman*  
Printed Name of Witness: James J. Stockman

*Kenneth L. Thomas*  
Printed Name of Witness: Kenneth L. Thomas

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**STATE OF FLORIDA:  
COUNTY OF ALACHUA:**


THE FOREGOING instrument was acknowledged and sworn to before me this 28<sup>th</sup> day of January, 1998 by THOMAS N. ALSTON, President of United Community Development, Inc., a Florida not for profit corporation, its President, on behalf of the corporation, who is personally known to me on the basis of identification

 Judith Lee Morrow  
Notary Public, State of Florida  
Commission No. CC 436447  
My Commission Expires 02/20/99  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

*Judith Lee Morrow*  
Notary Public, State of Florida  
My commission expires:

**STATE OF FLORIDA:  
COUNTY OF ALACHUA:**


THE FOREGOING instrument was acknowledged and sworn to before me this 28<sup>th</sup> day of January, 1998 by STEFAN M. DAVIS, who is personally known to me

 Judith Lee Morrow  
Notary Public, State of Florida  
Commission No. CC 436447  
My Commission Expires 02/20/99  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

*Judith Lee Morrow*  
Notary Public, State of Florida  
My commission expires:

**STATE OF FLORIDA:  
COUNTY OF ALACHUA:**

THE FOREGOING instrument was acknowledged and sworn to before me this 28<sup>th</sup> day of January, 1998 by RONNIE C. DAVIS, as President of Earthart, Incorporated, a Florida corporation, on behalf of the corporation, as general partner of Davis Heritage, Ltd., a Florida Limited Partnership, and individually, who is personally known to me.

 Judith Lee Morrow  
Notary Public, State of Florida  
Commission No. CC 436447  
My Commission Expires 02/20/99  
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

*Judith Lee Morrow*  
Notary Public, State of Florida  
My commission expires:

**AFFIDAVIT AS TO CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS**

**STATE OF FLORIDA  
COUNTY OF ALACHUA**

**BEFORE ME**, the undersigned authority, personally appeared **RONNIE C. DAVIS**, who first being duly sworn, deposes and says:

1. That he is a General Partner of Mystic Pointe II, Ltd.
2. That the amount of the capital contributions of the Limited Partner and the anticipated amount of the capital contributions of the Limited Partner that is allotted for the purpose of transacting business in the State of Florida is one hundred (\$100.00) dollars.

This 28<sup>th</sup> day of January, 1998.

**FURTHER AFFIANT SAYETH NOT.**


Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

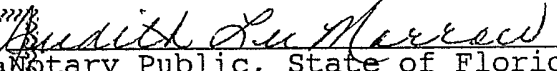


**RONNIE C. DAVIS**  
General Partner

**STATE OF FLORIDA  
COUNTY OF ALACHUA**

**THE FOREGOING** instrument was acknowledged and sworn to before me this 28<sup>th</sup> day of January, 1998, by **RONNIE C. DAVIS**, who is personally known to me.

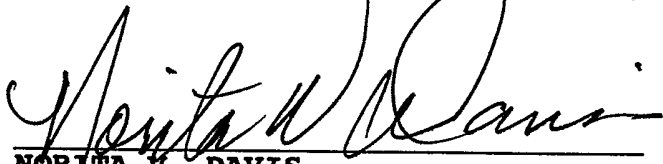

 Judith Lee Morrow  
 Notary Public, State of Florida  
 Commission No. CC 436447  
 My Commission Expires 02/10/99


 Notary Public, State of Florida  
 commission expires:

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**REGISTERED AGENT DESIGNATION**

I, NORITA V. DAVIS, do hereby accept the designation as registered agent for Mystic Pointe II, Ltd., a Florida Limited Partnership.



NORITA V. DAVIS

Dated: January 28, 1998

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