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TALLAHASSEE, FLORIDA  
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2/20/19 DS

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 637471 10911A

AUTHORIZATION

COST LIMIT : \$ 52.50

ORDER DATE : February 19, 2019

ORDER TIME : 11:0 AM

ORDER NO. : 637471-005

CUSTOMER NO: 10911A

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TALLAHASSEE, FL 32301

DOMESTIC AMENDMENT FILING

NAME: TIVOLI ASSOCIATES, LTD. OF  
GAINESVILLE

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner -- EXT# 62969

EXAMINER'S INITIALS: \_\_\_\_\_

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP OF TIVOLI ASSOCIATES, LTD. OF  
GAINESVILLE**

The undersigned Partner hereby duly executes and files this Amended and Restated Certificate of Limited Partnership of Tivoli Associates, Ltd. of Gainesville a Florida Limited Partnership, hereinafter referred to as the "Partnership" pursuant to the provisions of Section 620.1202 of the Florida Statutes. The date of filing of original Certificate of Limited Partnership for the Partnership with the Secretary of State, State of Florida, was August 21, 1997 under Document #A97000001891.

1. The name of the Partnership is Tivoli Associates, Ltd. of Gainesville.
2. The address of the office of the Partnership and the name and address of the agent for service or process required to be maintained by Section 620.105 is as follows:

Office of Partnership:  
2801 S. W. Archer Road  
Gainesville, FL 32608

Agent for Service of Process and Address:  
Lori E. McGriff  
2801 S. W. Archer Road  
Gainesville, FL 32608

3. The name and business address of the General Partner is as follows;

The Tivoli 2900 Corp.  
2801 S. W. Archer Road  
Gainesville, FL 32608

4. The mailing address for the Partnership is as follows:

2801 S. W. Archer Road  
Gainesville, FL 32608

5. The latest date upon which the Partnership is to dissolve is:

December 31, 2050

6. Purpose. The Partnership's Business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as Tivoli Apartments located in Gainesville, Alachua County, Florida. (the "Property") and such activities as are necessary, incidental or appropriate in connection therewith.

7. Title to Partnership Property. All property owned by the Partnership shall be owned by the Partnership as an entity and, insofar as permitted by applicable law, no Partner shall have any ownership interest in any Partnership property in its individual name or right, and each Partner's partnership interest shall be personal property for all

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purposes.

8. Separateness/Operations Matters. The Partnership shall:

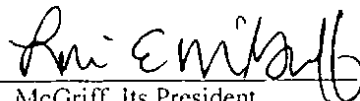
- (a) maintain books and records and bank accounts separate from those of any other person;
- (b) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (c) hold regular Partnership meetings, as appropriate to conduct the business of the Partnership, and observe all other Partnership formalities;
- (d) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;
- (e) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (f) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (g) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (h) conduct business in its own name, and use separate stationery invoices and checks;
- (i) not commingle its assets or funds with those of any other person; and
- (j) not assume guarantee or pay the debts or obligations of any other person.

9. Effect of Bankruptcy, Death or Incompetency of a Limited Partner. The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Limited Partner shall not cause the termination or dissolution of the Partnership and the business of the Partnership shall continue. Upon any such occurrence, the trustee, receiver, executor administrator, committee, guardian or conservator of such Limited Partner shall have all the rights of such Limited Partner for the purpose of settling or maintaining its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Limited Partner. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any partnership interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Limited Partner."

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IN WITNESS WHEREOF, the parties have hereunto caused this instrument to be executed as of the 18<sup>th</sup> day of February, 2019.

THE TIVOLI 2900 CORP.,  
a Florida corporation

By:   
Lori E. McGriff, Its President

"GENERAL PARTNER"

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CLERK OF DISTRICT COURT  
ALACHUA COUNTY, FLORIDA