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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~LTDAPR~~

LTDAPAMRSC

A99000002083

April 23, 2007

Mr. Buck Kohr
Corporate Specialist
Florida Department of State
Division of Corporations
ATTN: Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
07 APR 24 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Renewal of 2007 Annual Report

Dear Buck:

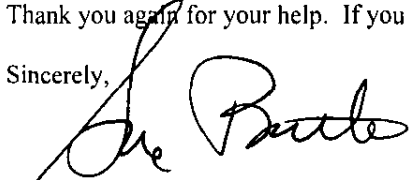
Good talking to you. The first stack is the amendment and annual report for Magnolia Walk Apartments II, Ltd. Please call me if you have any questions. As you can see, it is the same document twice signed by two different entities. I need a certified copy for our files.

I regret that I am filing these so late. Thank you for your patience. In order to file the amendment, I had to wait for an original signature. We had a copy but not an original and I wanted one for our records.

Attached are 9 Annual Reports.

Thank you again for your help. If you have any questions, please call me.

Sincerely,


Sue Butler for John M. Curtis
11635 N.W. 1st Avenue
Gainesville, FL 32607

Phone: 352-332-0838 or 332-0840
Fax: 352-332-2926

Hi Buck!

sb

Enclosures: 4 Annual Reports for Limited Partnerships and One Amendment
(MW, MW II, SOV, LP II)
4 Annual Reports for Corporations (SOV, SOVPOA, MW II, CH)
1 Annual Reports for LLC (LP II)
Attached Checks in the Requested Amount

**AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGNOLIA WALK APARTMENTS II, LTD.**

FILED
07 APR 24 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida Limited Partnership, whose Amended and Restated Certificate of Limited Partnership was filed with the Florida Secretary of State, Division of Corporations, on June 11, 2003, adopts the following Amendment to the Amended and Restated Certificate of Limited Partnership of Magnolia Walk Apartments II, Ltd, effective as of January 3, 2006:

1. First, Ocala Leased Housing Corporation, Inc. has withdrawn as General Partner of Magnolia Walk Apartments II, Ltd., and is hereby removed as General Partner.
2. Second, Magnolia Walk Apartments II, Inc., a Florida corporation, has been admitted as General Partner of Magnolia Walk Apartments II, Ltd.
3. Third, the Amended and Restated Certificate of Limited Partnership of Magnolia Walk Apartments II, Ltd. is amended to provide that any reference to "General Partner" therein shall be to Magnolia Walk Apartments II, Inc., a Florida corporation, and not to Ocala Leased Housing Corporation, Inc., and any reference therein to Ocala Leased Housing Corporation, Inc. shall be to Magnolia Walk Apartments II, Inc., a Florida corporation. Without limiting the foregoing Paragraph 6 of the Amended and Restated Certificate of Limited Partnership of Magnolia Walk Apartments II, Ltd. is specifically amended to read, in its entirety, as follows:

6. The name and business address of each General Partner interested in the Partnership are as follows:

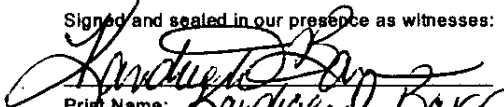
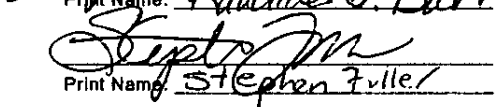
NAME/BUSINESS ADDRESS

Magnolia Walk Apartments II, Inc.
11635 NW 1st Avenue
Gainesville, FL 32607

PO3000049730

IN WITNESS WHEREOF, the withdrawing General Partner, the new General Partner, and the sole Limited Partner of Magnolia Walk Apartments II, Ltd. have executed this Amendment to Amended and Restated Certificate of Limited Partnership of Magnolia Walk Apartments II, Ltd., effective the 3rd day of January, 2006.

Signed and sealed in our presence as witnesses:


Print Name: Kandice D. Barr

Print Name: Stephen Fuller

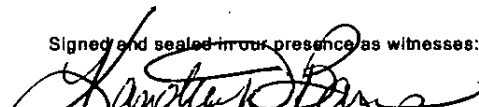
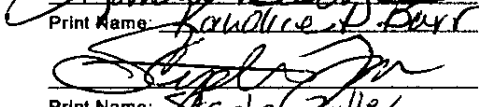
**WITHDRAWING GENERAL PARTNER:
OCALA LEASED HOUSING CORPORATION,
INC.**

By: 

WHITFIELD JENKINS

Its: President

Signed and sealed in our presence as witnesses:


Print Name: Kandice D. Barr

Print Name: Stephen Fuller

**NEW GENERAL PARTNER:
MAGNOLIA WALK APARTMENTS II, INC., A
FLORIDA CORPORATION**

By: 

WHITFIELD JENKINS

Its: President

Signed and sealed in our presence as witnesses:

LIMITED PARTNER
WACHOVIA AFFORDABLE HOUSING
COMMUNITY DEVELOPMENT CORPORATION,
A NORTH CAROLINA CORPORATION

Print Name: _____

By: _____

Print Name: _____

Print Name: _____

Its: _____

STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me by WHITFIELD JENKINS President of Ocala Leased Housing Corporation, who is:

☒ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this 16th day of September, 2006.



Print Name: _____
Notary Public, State of Florida
Commission number _____
Commission expires _____



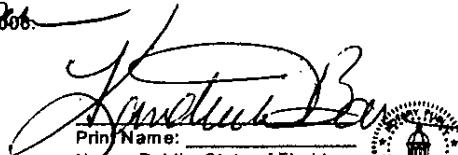
Kandice D. Barr
MY COMMISSION # DD178167 EXPIRES
January 16, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me by WHITFIELD JENKINS as President of Magnolia Walk Apartments II, Inc., a Florida corporation, who is:

☒ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this 16th day of September, 2006.



Print Name: _____
Notary Public, State of Florida
Commission number _____
Commission expires _____



Kandice D. Barr
MY COMMISSION # DD178167 EXPIRES
January 16, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF _____
COUNTY OF _____

The foregoing was acknowledged before me by _____ as _____ for
WACHOVIA AFFORDABLE HOUSING COMMUNITY DEVELOPMENT CORPORATION, A NORTH
CAROLINA CORPORATION, who is:

☐ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this _____ day of _____, 2006.

Print Name: _____
Notary Public, State of
Commission number _____
Commission expires _____

**AMENDMENT TO
AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF
MAGNOLIA WALK APARTMENTS II, LTD.**

THIS AMENDMENT TO AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP is made and entered into as of the 3rd day January, 2006, by and between **OCALA LEASED HOUSING CORPORATION, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION**, as withdrawing general partner of the Partnership (the "*Withdrawing General Partner*"), **MAGNOLIA WALK APARTMENTS II, INC., A FLORIDA CORPORATION** as the new general partner of the Partnership (the "*New General Partner*") and **WACHOVIA AFFORDABLE HOUSING COMMUNITY DEVELOPMENT CORPORATION, A NORTH CAROLINA CORPORATION**, as the sole limited partner of the Partnership (the "*Limited Partner*").

WITNESSETH:

WHEREAS, the Withdrawing General Partner and the Limited Partner are the sole Partners of Magnolia Walk Apartments II, Ltd., a Florida limited partnership, pursuant to Amended and Restated Agreement of Limited Partnership Agreement dated June 5, 2003 (hereinafter the "*Partnership Agreement*"); and

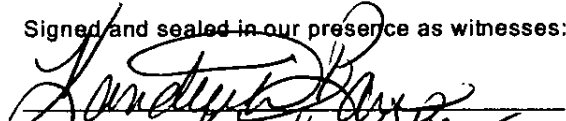
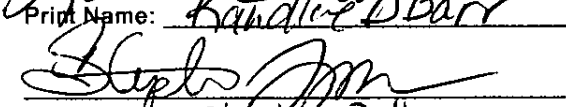
WHEREAS, the Withdrawing General Partner has determined to withdraw as general partner of Magnolia Walk Apartments II, Ltd., and the New General Partner has agreed to be substituted as general partner of Magnolia Walk Apartments II, Ltd., and the Limited Partner has consented to the withdrawal by the Withdrawing General Partner and substitution of the New General Partner as the general partner of the Partnership, effective as of January 3, 2006, all as is more particularly set forth hereinafter.

NOW, THEREFORE, in consideration of the foregoing, and with the intention that they be legally bound, the parties do hereby agree as follows:


1. **INCORPORATION OF RECITALS.** The parties confirm and agree that the above recitals are true and correct and incorporate their terms and provisions herein for all purposes.
2. **SUBSTITUTION OF GENERAL PARTNER.** Effective January 3, 2006, the Withdrawing General Partner shall withdraw as the general partner of the Partnership, and the New General Partner shall be substituted as the general partner of the Partnership. Thereafter all references in the Partnership Agreement to the "*General Partner*" or to "*Ocala Leased Housing Corporation, Inc.*" shall be references to Magnolia Walk Apartments II, Inc. and not references to Ocala Leased Housing Corporation, Inc., and, thereafter, until further amendment or modification of the Partnership Agreement, Magnolia Walk Apartments II, Inc. shall be the sole general partner of Magnolia Walk Apartments II, Ltd.
3. **REAFFIRMATION.** Except as is herein modified, all the terms, covenants, and conditions of the Partnership Agreement are hereby reaffirmed and ratified.

IN WITNESS WHEREOF, the parties have set their hand and seal as of the 3rd day of January , 2006.

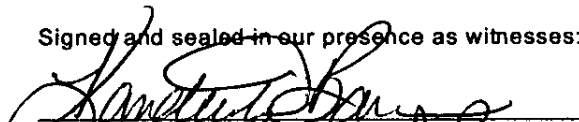
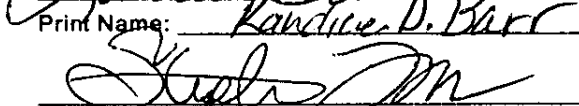
Signed and sealed in our presence as witnesses:


Print Name: Randice D. Barr

Print Name: Stephen Fuller

WITHDRAWING GENERAL PARTNER:
OCALA LEASED HOUSING CORPORATION,
INC.

By: 
WHITFIELD JENKINS
Its: President

Signed and sealed in our presence as witnesses:


Print Name: Randice D. Barr

Print Name: Stephen Fuller

NEW GENERAL PARTNER:
MAGNOLIA WALK APARTMENTS II, INC., A
FLORIDA CORPORATION

By: 
WHITFIELD JENKINS
Its: President

Signed and sealed in our presence as witnesses:

Print Name: _____

Print Name: _____

LIMITED PARTNER
WACHOVIA AFFORDABLE HOUSING
COMMUNITY DEVELOPMENT CORPORATION,
A NORTH CAROLINA CORPORATION


By: _____
Print Name: _____
Its: _____

STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me by WHITFIELD JENKINS as President of Ocala Leased Housing Corporation, who is:

☒ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this 6th day of September, 2006.



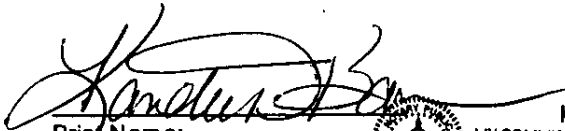
Print Name: Kandice D. Barr
Notary Public, State of Florida
Commission number DD178167
Commission expires January 16, 2007
MY COMMISSION # DD178167 EXPIRES
January 16, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF MARION**

The foregoing was acknowledged before me by WHITFIELD JENKINS, as President of Magnolia Walk Apartments II, Inc., a Florida corporation, who is:

☒ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this 6th day of September, 2006.



Print Name: Kandice D. Barr
Notary Public, State of Florida
Commission number DD178167
Commission expires January 16, 2007
MY COMMISSION # DD178167 EXPIRES
January 16, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

**STATE OF _____
COUNTY OF _____**

The foregoing was acknowledged before me by _____ as _____ for
WACHOVIA AFFORDABLE HOUSING COMMUNITY DEVELOPMENT CORPORATION, A NORTH
CAROLINA CORPORATION, who is:

☐ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this _____ day of _____, 2006.

Print Name: _____
Notary Public, State of _____
Commission number _____
Commission expires _____

**AMENDMENT TO AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGNOLIA WALK APARTMENTS II, LTD.**

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida Limited Partnership, whose Amended and Restated Certificate of Limited Partnership was filed with the Florida Secretary of State, Division of Corporations, on June 11, 2003, adopts the following Amendment to the Amended and Restated Certificate of Limited Partnership of Magnolia Walk Apartments II, Ltd, effective as of January 3, 2006:

1. First, Ocala Leased Housing Corporation, Inc. has withdrawn as General Partner of Magnolia Walk Apartments II, Ltd., and is hereby removed as General Partner.
2. Second, Magnolia Walk Apartments II, Inc., a Florida corporation, has been admitted as General Partner of Magnolia Walk Apartments II, Ltd.
3. Third, the Amended and Restated Certificate of Limited Partnership of Magnolia Walk Apartments II, Ltd. is amended to provide that any reference to "*General Partner*" therein shall be to Magnolia Walk Apartments II, Inc., a Florida corporation, and not to Ocala Leased Housing Corporation, Inc., and any reference therein to Ocala Leased Housing Corporation, Inc. shall be to Magnolia Walk Apartments II, Inc., a Florida corporation. Without limiting the foregoing Paragraph 6 of the Amended and Restated Certificate of Limited Partnership of Magnolia Walk Apartments II, Ltd. is specifically amended to read, in its entirety, as follows:

6. The name and business address of each General Partner interested in the Partnership are as follows:

NAME/BUSINESS ADDRESS

Magnolia Walk Apartments II, Inc.
233 SW 3rd Street
Ocala, FL 34478-2468

IN WITNESS WHEREOF, the withdrawing General Partner, the new General Partner, and the sole Limited Partner of Magnolia Walk Apartments II, Ltd. have executed this Amendment to Amended and Restated Certificate of Limited Partnership of Magnolia Walk Apartments II, Ltd., effective the 3rd day of January, 2006.

**WITHDRAWING GENERAL PARTNER:
OCALA LEASED HOUSING CORPORATION,
INC.**

Signed and sealed in our presence as witnesses:

Print Name: _____

By: _____

WHITFIELD JENKINS

Its: President

Print Name: _____

**NEW GENERAL PARTNER:
MAGNOLIA WALK APARTMENTS II, INC., A
FLORIDA CORPORATION**

Signed and sealed in our presence as witnesses:

Print Name: _____

By: _____

WHITFIELD JENKINS

Its: President

Print Name: _____

Signed and sealed in our presence as witnesses:

LIMITED PARTNER

WACHOVIA AFFORDABLE HOUSING
COMMUNITY DEVELOPMENT CORPORATION,
A NORTH CAROLINA CORPORATION

Print Name: Terry Bowles

Print Name: KAREN O. NOEL

By: Kristine Sullivan

Print Name: Kristine Sullivan

Its: VP President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me by WHITFIELD JENKINS President of Ocala Leased Housing Corporation, who is:

☐ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this _____ day of _____, 2006.

Print Name: _____
Notary Public, State of Florida
Commission number _____
Commission expires _____

STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me by WHITFIELD JENKINS as President of Magnolia Walk Apartments II, Inc., a Florida corporation, who is:

☐ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this _____ day of _____, 2006.

Print Name: _____
Notary Public, State of Florida
Commission number _____
Commission expires _____

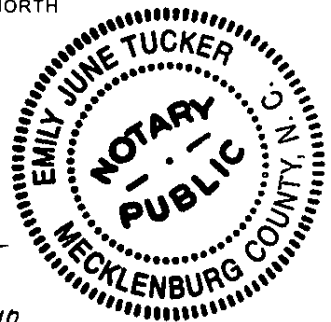
STATE OF North Carolina
COUNTY OF Mecklenburg

The foregoing was acknowledged before me by Kristine Sullivan as VP for WACHOVIA AFFORDABLE HOUSING COMMUNITY DEVELOPMENT CORPORATION, A NORTH CAROLINA CORPORATION, who is:

☒ Personally known by me, OR
☐ Produced a driver's license as identification.

Dated: this 20th day of April, 2006. ST

Emily June Tucker
Print Name: Emily June Tucker
Notary Public, State of
Commission number _____
Commission expires October 18, 2010



**AMENDMENT TO
AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP OF
MAGNOLIA WALK APARTMENTS II, LTD.**

THIS AMENDMENT TO AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP is made and entered into as of the 3rd day January, 2006, by and between **OCALA LEASED HOUSING CORPORATION, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION**, as withdrawing general partner of the Partnership (the "*Withdrawing General Partner*"), **MAGNOLIA WALK APARTMENTS II, INC., A FLORIDA CORPORATION** as the new general partner of the Partnership (the "*New General Partner*") and **WACHOVIA AFFORDABLE HOUSING COMMUNITY DEVELOPMENT CORPORATION, A NORTH CAROLINA CORPORATION**, as the sole limited partner of the Partnership (the "*Limited Partner*").

WITNESSETH:

WHEREAS, the Withdrawing General Partner and the Limited Partner are the sole Partners of Magnolia Walk Apartments II, Ltd., a Florida limited partnership, pursuant to Amended and Restated Agreement of Limited Partnership Agreement dated June 5, 2003 (hereinafter the "*Partnership Agreement*"); and

WHEREAS, the Withdrawing General Partner has determined to withdraw as general partner of Magnolia Walk Apartments II, Ltd., and the New General Partner has agreed to be substituted as general partner of Magnolia Walk Apartments II, Ltd., and the Limited Partner has consented to the withdrawal by the Withdrawing General Partner and substitution of the New General Partner as the general partner of the Partnership, effective as of January 3, 2006, all as is more particularly set forth hereinafter.

NOW, THEREFORE, in consideration of the foregoing, and with the intention that they be legally bound, the parties do hereby agree as follows:

1. **INCORPORATION OF RECITALS.** The parties confirm and agree that the above recitals are true and correct and incorporate their terms and provisions herein for all purposes.
2. **SUBSTITUTION OF GENERAL PARTNER.** Effective January 3, 2006, the Withdrawing General Partner shall withdraw as the general partner of the Partnership, and the New General Partner shall be substituted as the general partner of the Partnership. Thereafter all references in the Partnership Agreement to the "*General Partner*" or to "*Ocala Leased Housing Corporation, Inc.*" shall be references to Magnolia Walk Apartments II, Inc. and not references to Ocala Leased Housing Corporation, Inc., and, thereafter, until further amendment or modification of the Partnership Agreement, Magnolia Walk Apartments II, Inc. shall be the sole general partner of Magnolia Walk Apartments II, Ltd.
3. **REAFFIRMATION.** Except as is herein modified, all the terms, covenants, and conditions of the Partnership Agreement are hereby reaffirmed and ratified.

IN WITNESS WHEREOF, the parties have set their hand and seal as of the 3rd day of January , 2006.

Signed and sealed in our presence as witnesses:

Print Name: _____

Print Name: _____

WITHDRAWING GENERAL PARTNER:
OCALA LEASED HOUSING CORPORATION,
INC.

By: _____

WHITFIELD JENKINS

Its: President

NEW GENERAL PARTNER:
MAGNOLIA WALK APARTMENTS II, INC., A
FLORIDA CORPORATION

Signed and sealed in our presence as witnesses:

Print Name: _____

Print Name: _____

By: _____

WHITFIELD JENKINS

Its: President

Signed and sealed in our presence as witnesses:

Print Name: Terry Bowes

Print Name: KAREN O. NOEL

LIMITED PARTNER
WACHOVIA AFFORDABLE HOUSING
COMMUNITY DEVELOPMENT CORPORATION,
A NORTH CAROLINA CORPORATION

By: Kristine Sullivan

Print Name: Kristine Sullivan
Its: Vice President

STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me by WHITFIELD JENKINS as President of Ocala Leased Housing Corporation, who is:

____ Personally known by me, OR
____ Produced a driver's license as identification.

Dated: this ____ day of _____, 2006.

Print Name: _____
Notary Public, State of Florida
Commission number _____
Commission expires _____

**STATE OF FLORIDA
COUNTY OF MARION**

The foregoing was acknowledged before me by WHITFIELD JENKINS, as President of Magnolia Walk Apartments II, Inc., a Florida corporation, who is:

____ Personally known by me, OR
____ Produced a driver's license as identification.

Dated: this ____ day of _____, 2006.

Print Name: _____
Notary Public, State of Florida
Commission number _____
Commission expires _____

STATE OF North Carolina
COUNTY OF Mecklenburg

The foregoing was acknowledged before me by Kristine Sullivan as VP for WACHOVIA AFFORDABLE HOUSING COMMUNITY DEVELOPMENT CORPORATION, A NORTH CAROLINA CORPORATION, who is:

☒ Personally known by me, OR
____ Produced a driver's license as identification.

Dated: this 20th day of April, 2006. 2007 ^{BJT}

Emily June Tucker
Print Name: Emily June Tucker
Notary Public, State of
Commission number _____
Commission expires October 18, 2010

