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(Address)

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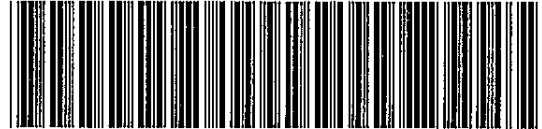
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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April 1, 2003

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Post Office Box 6327  
Tallahassee, FL 32314

Attention: Brenda Tadlock

RE: Declaration of Trust of the RJRA-I Trust  
Document No.: D94000000010

Dear Ms. Tadlock:

Enclosed for filing with the Florida Department of State is the Fifth Amendment to Declaration of Trust of the RJRA-I Trust. Also enclosed is our check in the amount of \$35.00 for the filing fee.

We would appreciate your filing this Amendment and providing us with evidence of filing as soon as possible.

If you have any questions or need additional information, please do not hesitate to call me.

Thank you.

Very truly yours,



Corinne P. McClure  
Paralegal

**Enclosures**

cc: Maureen M. Hazen, Esq. (by email)  
Kenneth M. Keefe, Jr., Esq. (by email)

**FIFTH AMENDMENT TO DECLARATION OF TRUST  
OF THE RJRA-I TRUST**

THIS AMENDMENT is made and entered into as of the 24th day of March, 2003, by and between Simpson Housing Limited Partnership, a Colorado limited partnership, as Trustor, and SHLP Acquisition Corp., a Georgia corporation, as sole Trustee, under the RJRA-I Trust.

1. RJRA-I Trust was organized as a Trust under the laws of the State of Florida on May 3, 1994 under document number D94000000010, pursuant to that Declaration of Trust dated April 26, 1994, as amended (the "Trust Agreement").

2. The Trustor and the sole Trustee under the RJRA-I Trust hereby file this Amendment to Trust Agreement to cancel the RJRA-I Trust's registration as a Trust under Chapter 609 of the Florida Statutes. The cancellation of RJRA-I Trust as a registered Trust under Chapter 609 of the Florida Statutes is effective as of March 24, 2003, and as of that date (the "Effective Date"), the RJRA-I Trust is or no longer will be a trust organized under Chapter 609 of the Florida Statutes.

3. As of the Effective Date, the undersigned hereby amend the Trust Agreement as follows:

A. The second "Whereas" clause in the Trust Agreement is hereby deleted in its entirety, and the following is substituted in lieu thereof: "WHEREAS, Trustor intends for the Trust to exist as a trust pursuant to Colorado law."

B. The first sentence of the definition of "Trust" under Section 1.01 of the Trust Agreement is hereby deleted in its entirety, and the following is substituted in lieu thereof: "'Trust' shall mean the Colorado Trust created by this Agreement."

C. The first sentence of Section 2.01 of the Trust Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof: "Section 2.01. Creation. Trustor hereby establishes a trust pursuant to Colorado law consisting, from time to time, of all contributions made by Trustor, all Reserves and all investments and proceeds thereof and earnings and profits thereon, and all acquisitions and investments by the Trust, less all payments and distributions made by the Trustee as authorized herein."

D. The first sentence of Section 3.03 of the Trust Agreement is hereby deleted in its entirety, and the following is substituted in lieu thereof: "Section 3.03. Powers of the Trustee. The Trustee may exercise, on behalf of the Trust, in a fiduciary capacity and, unless otherwise stated herein, without the approval of the Trustor or any other person, in furtherance of the purposes of the Trust and in making, dealing with and disposing of investments of the Trust, the following discretionary powers with respect to any and all assets at any time held by the Trust, as well as any and all other powers conferred by law or by this Agreement:"

E. Section 3.05(b) of the Trust Agreement is hereby deleted in its entirety, and the following is substituted in lieu thereof: "(b) To the fullest extent allowed by existing or any future applicable law, no personal liability for any debt or obligation of this Trust shall attach to the Trustee, Trustor, Beneficiaries or any Person party to this Agreement."

F. Section 8.04 of the Trust Agreement is hereby deleted in its entirety and the following is substituted in lieu thereof: "This Agreement shall be governed by and construed in accordance with the laws of the State of Colorado."

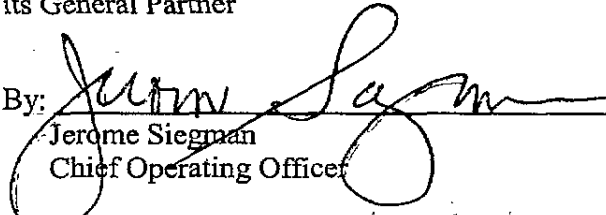
G. Section 8.07 of the Trust Agreement is hereby deleted in its entirety.

IN WITNESS WHEREOF, the Trustor and the sole Trustee of the RJRA-I Trust have executed this Amendment to the RJRA-I Trust as of the 24th day of March, 2003.

SIMPSON HOUSING LIMITED PARTNERSHIP, a  
Colorado limited partnership

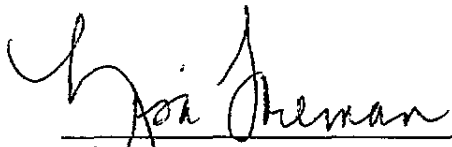
By: Paloma LLC, a Delaware limited liability company,  
its General Partner

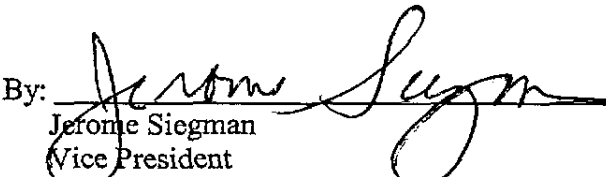
  
\_\_\_\_\_  
Witness

By:   
\_\_\_\_\_  
Jerome Siegman  
Chief Operating Officer

  
\_\_\_\_\_  
Witness

SHLP ACQUISITION CORP., a Georgia corporation

  
\_\_\_\_\_  
Witness

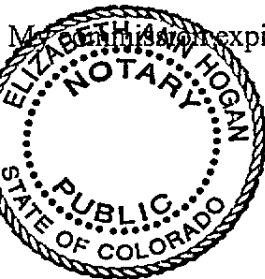
By:   
\_\_\_\_\_  
Jerome Siegman  
Vice President

  
\_\_\_\_\_  
Witness

STATE OF COLORADO )  
CITY AND ) ss:  
COUNTY OF DENVER )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March, 2003, by Jerome Siegman as Chief Operating Officer of Paloma LLC, a Delaware limited liability company as General Partner of Simpson Housing Limited Partnership, a Colorado limited partnership, a Colorado limited partnership.

Witness my hand and official seal.



My commission expires: 4/30/06

Elizabeth Ann Hogan  
Notary Public

STATE OF COLORADO )  
CITY AND ) ss:  
COUNTY OF DENVER )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March, 2003, by Jerome Siegman as Vice President of SHLP Acquisition Corp., a Georgia corporation.

Witness my hand and official seal.

My commission expires: 4/30/06



Elizabeth Ann Hogan  
Notary Public