

Block, Alvin

From: Block, Alvin
Sent: Monday, January 03, 2011 11:44 AM
To: Richard Ibach
Cc: Wayne Arnold; Sharon Umpenhour; ggartlan@tollbrothersinc.com
Subject: RE: Belle Lago Admin Amend ADD2010-00100

I am not an attorney. In reading your explanation, you have indicated that the attached document gives the applicant for this amendment the right to have filed this application on behalf of the owner of the parcels involved.

I will proceed with preparing the action. After it has been reviewed and commented on by the Director, I will share the draft action with you before any action is taken.

Chip Block

Alvin Block, AICP
Principal Planner
Lee County Department of Community Development
Zoning Division
(239) 533-8371
blockah@leegov.com

From: Richard Ibach [mailto:ribach@gradyminor.com]
Sent: Wednesday, December 29, 2010 11:49 AM
To: Block, Alvin
Cc: Wayne Arnold; Sharon Umpenhour; ggartlan@tollbrothersinc.com
Subject: Belle Lago Admin Amend ADD2010-00100

Chip, in response to your letter requesting additional information (copy attached), I am forwarding this "Amended and Restated Limited Partnership Agreement" prepared by Toll's attorney. It gives the names of the General and Limited Partners, their percent interest, indicates the General Partner has the authority to act on all matters for the partnership and is signed by both the General and Limited Partner. This should take care of your questions and concerns. Please let us know if you have any additional questions.

Richard Ibach
Project Manager



GradyMinor

3800 Via Del Rey
Bonita Springs, FL 34134
Phone - 239.947.1144
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Please consider the environment before printing this email

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December 14, 2010

D. Wayne Arnold
Q. Grady Minor and Associates
3800 Via Del Rey
Bonita Springs, Florida 34134

RE: ADD2010-000100, Belle Lago

Dear Wayne:

I think the application needs to be supplemented.

The listed property owner is Toll Estero LP. and the Florida Division of Corporations lists the sole General Partner of Toll Estero LP is Toll FL GP Corp. The Corporation records then shows Toll FL GP Corp includes in the Officer/Director Details Kenneth Thirtyacre listed as Division President. Kenneth Thirtyacre has executed the Affidavit and the Disclosure of Interest forms.

The submitted application indicates the property owners may be found in the attached Disclosure of Interest form. The Disclosure of Interest form indicates Toll FL GP Corp and Toll Southeast LP Company, Inc. as the owners. This is not the case. The application needs to be revised to provide a corrected Disclosure of Interest form from Toll Estero LP. The application will also need an executed Affidavit from Toll Estero LP authorizing Toll FL GP Corp to file this case on behalf of the owner.

If you have any questions or comments, please feel free to call me.

Sincerely,
DEPARTMENT OF COMMUNITY DEVELOPMENT
Zoning Division

Alvin Block, AICP
Principal Planner

cc: Zoning File

P.O. Box 398, Fort Myers, Florida 33902-0398 (239) 533-2111

TOLL ESTERO LIMITED PARTNERSHIP

AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT

This Amended and Restated Limited Partnership Agreement (the "Agreement") is made as of this 21st day of December, 2010, by and among the undersigned parties (the "Partners") in accordance with the Florida Revised Uniform Limited Partnership Act of 2005 (the "Act").

WHEREAS, Toll Estero Limited Partnership (the "Partnership") was formed on August 12, 2002 upon the filing of the Certificate of Limited Partnership with the Florida Secretary of State; and

WHEREAS, Toll FL GP Corp., a Florida corporation, and Toll Bros., Inc., a Pennsylvania corporation ("Toll Bros."), entered into a Limited Partnership Agreement of the Partnership, dated August 13, 2002 (the "Initial Agreement"); and

WHEREAS, Toll Bros. assigned its Ninety-Five Percent (95%) limited partner interest (the "LP Interest") in the Partnership to Toll Land Corp. No. 46, a Delaware corporation ("Toll Land 46"), on August 14, 2002; and

WHEREAS, Toll Land 46 assigned the LP Interest in the Partnership to Toll Florida LP Company, Inc., a Delaware corporation ("Toll FL LP Co.") on November 1, 2003; and

WHEREAS, Toll FL LP Co. assigned the LP Interest in the Partnership to Toll Southeast LP Company, Inc., a Delaware corporation ("Toll Southeast"), on November 3, 2003; and

WHEREAS, Toll FL GP Corp. assigned Four Percent (4%) of its interest in the Partnership to Toll Southeast on November 3, 2003; and

WHEREAS, the Partners desire to amend and restate the Company's Initial Agreement;

NOW, THEREFORE, the Partners, in consideration of the mutual promises contained herein and intending to be legally bound, agree as follows:

SPECIFIC TERMS

1. The name of the Partnership and the address of the Partnership's principal office are Toll Estero Limited Partnership, 250 Gibraltar Road, Horsham, PA 19044.
2. The name and address of the general partner (the "General Partner") are Toll FL GP Corp., a Florida corporation, 250 Gibraltar Road, Horsham, PA 19044.
3. The name and address of the limited partner (the "Limited Partner") are Toll Southeast LP Company, Inc., or its designee, 250 Gibraltar Road, Horsham, PA 19044.

4. The percentage interests of the Partners are as follows:

<u>General Partner</u>	<u>Percentage Interest</u>
Toll FL GP Corp.	1%
<u>Limited Partner</u>	
Toll Southeast LP Company, Inc.	99%

5. The date of formation of the Partnership is August 12, 2002.

GENERAL TERMS

In addition to the above-specified Specific Terms, the Partners agree as follows:

1. The terms and conditions specified in the Certificate of Limited Partnership are incorporated herein by reference and shall be part of this Agreement.
2. To the extent not specified or incorporated herein, the Partnership shall be governed by the Act.
3. The Limited Partner's interest may be assigned in whole or in part at any time, and an assignee of the Limited Partner may become a limited partner, without the prior written consent of the General Partner.
4. All profits and losses of the Partnership shall be shared and borne by, and all distributions by the Partnership shall be made to, the Partners in accordance with their percentage interests, as set forth above.
5. The General Partner shall have the authority to act on all matters for and on behalf of the Partnership, without the prior written consent of the Limited Partner.

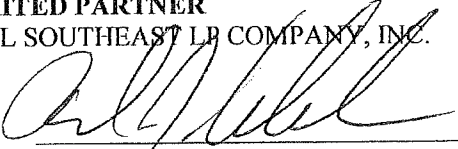
IN WITNESS WHEREOF, the Partners have duly executed this Agreement as of the day and year first written above.

GENERAL PARTNER
TOLL FL GP CORP.

By: 

Mark J. Warshauer
Vice President

LIMITED PARTNER
TOLL SOUTHEAST LP COMPANY, INC.

By: 

Mark J. Warshauer
Vice President