

# A19788

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 20 AM 11:53

### CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

|                                |                    |              |
|--------------------------------|--------------------|--------------|
| RECEIVED<br>98 NOV 20 AM 11:00 | FARM Hill Limited  | A 19788      |
|                                | (Corporation Name) | (Document #) |
|                                | (Corporation Name) | (Document #) |
|                                | (Corporation Name) | (Document #) |

4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- Walk in
- Pick up time 11/20
- Certified Copy *w/ recording info stamped on all pages*
- Mail out
- Will wait
- Photocopy
- Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                       |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment                             |
| <input type="checkbox"/>            | Resignation of R.A., Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent            |
| <input type="checkbox"/>            | Dissolution/Withdrawal                |
| <input type="checkbox"/>            | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

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-11/20/98-01020-006  
\*\*\*\*105.00 \*\*\*\*105.00

BK  
11/20/98  
Examiner's Initials

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF  
FARM HILL, LTD.

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Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership, whose Certificate was filed with the Florida Department of State on the 26<sup>th</sup> day of April, 1985, adopts the following Certificate of Amendment to its Certificate of Limited Partnership:

1. The General Partner's name and address is as follows:  
Cantonment Two, Inc.  
516 Lakeview Road, Unit 8  
Clearwater, Florida 33756-3302 P 98000081961
2. The Registered Agent's name and address is as follows:  
Thomas F. Flynn  
516 Lakeview Road, Unit 8  
Clearwater, Florida 33756-3302
3. The remainder of the Partnership's Certificate, as amended, remains in full force and effect.
4. The Agreement of Limited Partnership is amended pursuant to Exhibit A attached hereto.

**IN WITNESS WHEREOF**, the undersigned has executed this Amendment to Certificate as of the 19<sup>th</sup> day of November, 1998.

CANTONMENT TWO, INC.  
A Florida Corporation  
SOLE GENERAL PARTNER

By: Thomas F. Flynn  
Thomas F. Flynn, President

**FIRST AMENDMENT TO FARM HILL, LTD.  
LIMITED PARTNERSHIP AGREEMENT**

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THIS AGREEMENT, made and entered into as of the first day of October, 1998, by and among Escambia Construction Company, Inc. as withdrawing general partner (the "Withdrawing General Partner") and Jolyne R. Blanton, the limited partner, and Cantonment Two, Inc., a Florida corporation, as the new substitute general partner (the "Substitute General Partner"), is entered into in connection with a purchase and sale agreement for general partner interests between Flynn Development Corporation and Escambia Construction Company, Inc.

**WITNESSETH**

WHEREAS, the Withdrawing General Partner and Raymond Blanton, since deceased, and Jolyne R. Blanton previously entered into that certain FARM HILL LTD. LIMITED PARTNERSHIP AGREEMENT (the "Partnership Agreement") executed the 24th day of April 1985, and filed with the Secretary of State of the State of Florida on April 26, 1985;

WHEREAS, the parties hereto wish to enter into this first amendment to the Partnership Agreement (the "Amendment") for the following purposes: (i) having Escambia Construction Company, Inc. withdraw as general partner; (ii) having Cantonment Two, Inc. admitted as the new and sole general partner; (iii) reapportioning the units of the partnership as hereinafter set forth; and (iv) amending the Partnership Agreement.

(All references to sections below shall be to the Partnership Agreement):

NOW, THEREFORE, IT IS HEREBY AGREED and the Partnership Agreement is hereby amended and superseded as follows:

(1) Section 2.01 shall be amended by deleting all of the existing section and replacing it to read as follows:

"Cantonment Two, Inc. shall be the general partner of the Partnership. An additional General Partner shall not be admitted to the Partnership without the written consent of the General Partner."

(2) Section 2.02 shall be amended by striking the first sentence of Section 2.02 and replacing it with:

"Jolyne R. Blanton and Escambia Construction Company, Inc. shall be the Limited Partners of the Partnership."

(3) Section 3.03 shall be amended to read as follows:

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“For the purposes of allocating profits and losses, the partnership shall be divided into 100 equal units (hereinafter referred to as the “Units”) which shall be distributed among the Partners as follows:

|                                     |               |
|-------------------------------------|---------------|
| Cantonment Two, Inc.                | 1 Unit        |
| Escambia Construction Company, Inc. | 98 Units      |
| Jolyne R. Blanton                   | <u>1 Unit</u> |
| Total                               | 100 Units”    |

(4) Section 3.04 shall be amended by inserting the following at the end thereof:

“Notwithstanding anything to the contrary contained in this section or elsewhere in this Amendment or in the Partnership Agreement, Cantonment Two, Inc., the Substitute General Partner, shall receive 5% of all proceeds and distributions from the sale or refinancing of the Partnership or the property owned by the Partnership in accordance with RHS Instruction 1944-E.”

(5) Section 3.05 shall be amended by deleting subsection (a) and replacing it with the following:

“(a) Except as provided in Paragraph 3.07 hereof, the Cash Flow of the Partnership shall be distributed annually or at such other more frequent intervals as the General Partner, in its sole discretion, may determine. Cash Flow shall be allocated 50% to the General Partner and 50% to the Limited Partners.”

(6) All capitalized terms used herein and not defined shall have the meaning given to them in the Partnership Agreement.

(7) In all other respects the Partnership Agreement is hereby ratified and confirmed by the undersigned parties. By executing this Amendment below, all the undersigned parties do give their consents and approvals to all matters contained herein and in the Partnership Agreement and the Amendment for which consent and approval is required under the terms of the Partnership Agreement.

(8) By signing this Amendment, all parties below hereby consent to the withdrawal of Escambia Construction Company, Inc. as general partner as the admission of Cantonment Two, Inc. as the new sole General Partner of the Partnership.

IN WITNESS WHEREOF, the parties have subscribed and sworn to this agreement as of the date first written above.

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CANTONMENT TWO, INC., a Florida corporation

ATTEST:

J. McHugh

By:

Thomas F. Flynn  
Thomas F. Flynn, President

ESCAMBIA CONSTRUCTION COMPANY,  
INC., a Florida corporation

ATTEST:

Eric Maddrey

By:

Michael A. Blanton  
Michael A. Blanton, President

ATTEST:

Eric Maddrey

Jolyn R. Blanton  
Jolyn R. Blanton, as Limited Partner

STATE OF FLORIDA  
COUNTY OF PINELLAS

: SS

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On this 19 of November, 1998, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me Thomas F. Flynn as President of Cantonment Two, Inc., who is personally known to me to be the individual executing delivery of the foregoing instrument. He acknowledged to me that he executed and delivered the same in his capacity as President of Cantonment Two, Inc. as Substitute General Partner of the Partnership for the purposes therein contained.

IN WITNESS WHEREOF, I HEREUNTO set my hand and affixed my seal on the date and year first written above.



Carol Hildebrandt  
My Commission CC596337  
Expires January 31 2001

Carol Hildebrandt  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA

: SS

COUNTY OF ESCAMBIA

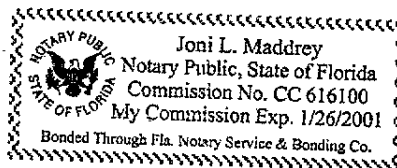
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On this 18 of November, 1998, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me Michael A. Blanton, as President of Escambia Construction Company, who is personally known to me ~~or produced~~ as identification, who executed and delivered the foregoing instrument and he acknowledged to me that he executed and delivered the same as President of the Withdrawing General Partner of the Partnership and for purposes contained herein.

IN WITNESS WHEREOF, I HEREUNTO set my hand and affixed my seal on the date and year first written above.

Joni L. Maddrey  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



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STATE OF FLORIDA

: SS

COUNTY OF ESCAMBIA

On this 18 of November, 1998, before me, the undersigned, a Notary Public of said state, duly commissioned and sworn, personally appeared before me Jolyne R. Blanton, personally and, who is personally known to me ~~or produced~~ \_\_\_\_\_ ~~as identification~~, who executed and delivered the foregoing instrument and she acknowledged to me that she executed and delivered the same as and in her individual capacity, and for purposes contained herein.

IN WITNESS WHEREOF, I HEREUNTO set my hand and affixed my seal on the date and year first written above.

Joni L. Maddrey  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_

