

A32437

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000199407 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : MCLIN, BURNSED, MORRISON, ET AL
Account Number : 104657003604
Phone : (352) 787-1241
Fax Number : (352) 753-0496

RECEIVED
DIVISION OF CORPORATIONS

02 SEP 17 PM 4:38

LIMITED PARTNERSHIP AMENDMENT

LAZY B CATTLE VENTURE, LTD.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$61.25

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 SEP 17 AM 8:29

APPROVED
AND
FILED

9-18-02

((H02000199407 6)))

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP**

THIS FIFTH AMENDMENT to the partnership agreement of **LAZY B CATTLE VENTURE, LTD.**, a Florida limited partnership, made as of July 31, 2002, by and among **LBCV, INC.**, a Florida corporation, the "General Partner", and **H. GARY MORSE, MARK G. MORSE, R. DEWEY BURNSED, MARTIN L. DZURO, GEORGE F. McCABE, JR., RICHARD L. MURRAY, JOHN E. PARKER, STEPHEN J. DRAKE, JOHN F. WISE, PAUL D. McDOWELL, DONALD W. MATHEWS, JENNIFER L. PARR, JOHN R. GRANT, MICHAEL E. WEST, RONALD G. HESS, C. DALE BORROWMAN, JAMES CICHIELO, and STEVEN M. ROY**, the "Limited Partners".

WITNESSETH:

WHEREAS, on December 24, 1991, **LAZY B CATTLE VENTURE, LTD.**, a Florida limited partnership, was formed by filing an Affidavit and Certificate of Limited Partnership with the Secretary of State of the State of Florida; and the partners at that time entered into a Limited Partnership Agreement (the "Agreement") whereby they agreed to carry on certain activities for their mutual benefit, according to the terms and conditions set forth in said agreement; and

WHEREAS, the Agreement was duly amended by an instrument dated October 24, 1994 to extend the permissible term of the Partnership; and

WHEREAS, the Agreement was duly amended by a Second Amendment to Limited Partnership Agreement dated May 1, 1996, adding additional limited partners; and

WHEREAS, the Agreement was duly amended by a Third Amendment to Limited Partnership Agreement dated January 1, 1997, adding an additional limited partner; and

WHEREAS, On November 1, 1998, **H. GARY MORSE, R. DEWEY BURNSED** and **MARK G. MORSE**, each assigned 1.0% General Partnership interest to **LBCV, INC.**, a Florida corporation, making **LBCV, INC.** a Florida corporation, the sole General Partner, and giving **R. DEWEY BURNSED** and **MARK G. MORSE** each a 9.0% Limited Partnership interest, all with the unanimous consent of all Partners and filed with the Secretary of State of the State of Florida a Certificate of Amendment for such purposes; and

WHEREAS, On June 28, 2000, the Personal Representative of the Estate of Sharon L. Morse, assigned the entire 5% limited partnership interest of **SHARON L. MORSE** in **LAZY B CATTLE VENTURE, LTD.**, a Florida limited partnership, to **H. GARY MORSE**; and

((H02000199407 6)))

APPROVED
AND
FILED

02 SEP 17 AM 8:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H02000199407 6)))

WHEREAS, on July 31, 2002, JOHN LeBOEUF assigned his 3% limited partnership interest to STEVEN M. ROY, all with the unanimous consent of all Partners; and

WHEREAS, the Partners now wish to further amend the Agreement to reflect the foregoing changes in the General Partners and Limited Partners and their respective interests in the Partnership.

NOW, THEREFORE, in consideration of the foregoing premises, and of the mutual covenants contained herein, and for the other good and valuable consideration, the Partners agree to file with the Florida Secretary of State the following:

- A. The name of the limited partnership is Lazy B Cattle Venture, Ltd.
- B. The Certificate of Limited Partnership for this limited partnership was filed on December 24, 1991.
- C. The amendment to the Certificate of Limited Partnership is as follows:

- 1. Section 3 of the Agreement is hereby amended to read as follows:

"3. **PARTNERS:** The names of the Limited Partners are as follows:

H. GARY MORSE, MARK G. MORSE, R. DEWEY BURNSED, MARTIN L. DZURO, GEORGE F. McCABE, JR., RICHARD L. MURRAY, JOHN E. PARKER, STEPHEN J. DRAKE, JOHN F. WISE, PAUL D. McDOWELL, DONALD W. MATHEWS, JENNIFER L. PARR, JOHN R. GRANT, MICHAEL E. WEST, RONALD G. HESS, C. DALE BORROWMAN, JAMES CICHIELO, STEVEN M. ROY,

- 2. Section 7 (referred to incorrectly as Section 6 in the Second, Third and Fourth Amendments due to a scrivener's error) of the Agreement is amended to read, in its entirety, as follows:

(a) General Partners:

LBCV, Inc.

(b) Limited Partners:

H. GARY MORSE	10%
R. DEWEY BURNSED	9%
MARK G. MORSE	9%
MARTIN L. DZURO	5%

(((H02000199407 6)))

02 SEP 17 AM 8:29
SECRETARY OF STATE
ALL AMENDMENTS FILED

APPROVED
AND
FILED

(((H02000199407 6)))

GEORGE F. McCABE, JR.	5%
RICHARD L. MURRAY	5%
JOHN E. PARKER	5%
STEPHEN J. DRAKE	5%
JOHN F. WISE	5%
PAUL D. McDOWELL	5%
DONALD W. MATHEWS	5%
JENNIFER L. PARR	5%
JOHN R. GRANT	5%
MICHAEL E. WEST	5%
RONALD G. HESS	5%
C. DALE BORROWMAN	3%
JAMES CICHIELLO	3%
STEVEN M. ROY	3%

IN WITNESS WHEREOF, the Partners have signed this Fifth Amendment as of the day and year first written above.

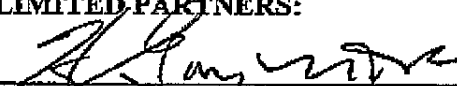
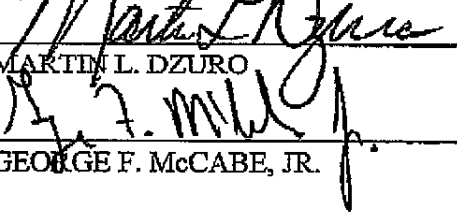
GENERAL PARTNER:

LBCV, INC.

By: 

H. GARY MORSE, PRESIDENT

LIMITED PARTNERS:

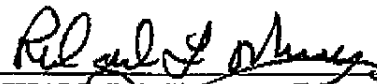

H. GARY MORSE
R. DEWEY BURNSED
MARK G. MORSE
MARTIN L. DZURO
GEORGE F. McCABE, JR.

02 SEP 17 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

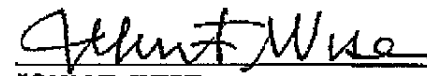
(((H02000199407 6)))

((H02000199407 6))


RICHARD L. MURRAY

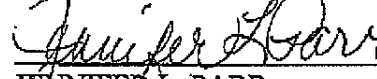

JOHN E. BARKER


STEPHEN J. DRAKE


JOHN F. WISE

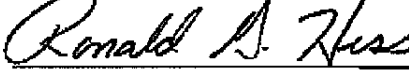

PAUL D. McDOWELL


DONALD W. MATHEWS


JENNIFER L. PARR

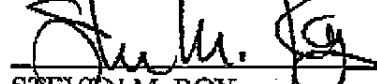

JOHN R. GRANT


MICHAEL E. WEST


RONALD G. HESS


C. DALE BORKOWMAN


JAMES CICHIELO


STEVEN M. ROY

02 SEP 17 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

((H02000199407 6))