

# A32437

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DIVISION OF CORPORATION

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## LIMITED PARTNERSHIP AMENDMENT

LAZY B CATTLE VENTURE, LTD.

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

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TALLAHASSEE, FLORIDA

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9-18-02

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**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

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**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%  |

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|                            |    |
|----------------------------|----|
| 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 CICHIELO ....        | 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.SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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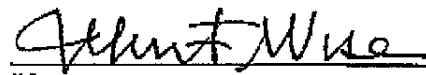
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RICHARD L. MURRAY

  
JOHN E. BARKER

  
STEPHEN J. DRAKE

  
JOHN F. WISE

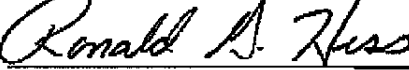
  
PAUL D. McDOWELL

  
DONALD W. MATHEWS


  
JENNIFER L. PARR

  
JOHN R. GRANT

  
MICHAEL E. WEST

  
RONALD G. HESS

  
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