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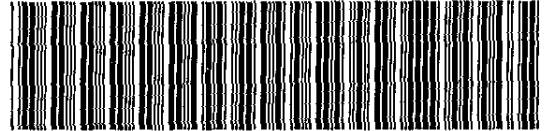
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1.)

(CORPORATE NAME & DOCUMENT #)

Sember E.D.P. Partnership #20, Ltd

2.)

(CORPORATE NAME & DOCUMENT #)

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

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

Sembler E.D.P. Partnership #20, Ltd.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Dept. of State on August 14, 2002, adopts the following certificate of amendment to its certificate of limited partnership.

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

1. Amend/adjust Percentage Interest of the Limited Partners as follows:

| | Original Ownership % | Amended Ownership % |
|---------------------------------|-------------------------|------------------------|
| <u>General Partner:</u> | | |
| Sembler Retail, Inc. | 1% | 1% |
| <u>Limited Partners:</u> | | |
| Melvin F. Sembler | 21.75% | 20.75% |
| Brent W. Sembler | 21.75% | 20.75% |
| Gregory S. Sembler | 21.75% | 20.75% |
| Craig H. Sher | 21.75% | 20.75% |
| David E. Murphy | 10.00% | 10.00% |
| Jeffrey S. Fuqua | <u>2.00%</u> | <u>6.00%</u> |
| | 100% | 100% |

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature (s)

Signature of current general partner:

SEMBLER RETAIL, INC.

By: _____

Craig H. Sher, President
and Registered Agent

Signature(s) of new general partner(s), if applicable: N/A

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TALLAHASSEE, FLORIDA

SEMBLER E.D.P. PARTNERSHIP #20, LTD.
AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP

THIS AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP ("Amendment") is made and entered into effective as of the 1st day of July 2002 by and among SEMBLER RETAIL, INC., a Florida corporation ("Sembler") (Sembler is sometimes hereinafter referred to as the "General Partner") and MELVIN F. SEMBLER, GREGORY S. SEMBLER, BRENT W. SEMBLER, CRAIG H. SHER, DAVID E. MURPHY and JEFFREY S. FUQUA (the foregoing individuals are sometimes hereinafter referred to individually as "Limited Partner" and collectively as "Limited Partners").

WITNESSETH:

WHEREAS, the General Partner and Limited Partners have previously formed a Florida limited partnership known as "Sembler E.D.P. Partnership #20, Ltd." ("Partnership") under the provisions of the Florida Revised Uniform Limited Partnership Act (1986), have filed a Certificate of Limited Partnership legally creating the Partnership under Florida law, and have entered into that certain Agreement of Limited Partnership effective as of July 1, 2002 ("Agreement"); and

WHEREAS, the parties hereto desire to amend the Agreement to adjust the Percentage Interests of the Limited Partners as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, and other good and valuable consideration, the parties hereto, intending to be legally bound, do hereby amend the Agreement as follows:

2. Except as may be otherwise defined herein, all defined terms shall have the meaning(s) set forth in the Agreement.

3. The Percentage Interests of the Partners as set forth in Exhibit "A" to the Agreement are hereby amended as follows:

| | Original Ownership % | Amended Ownership % |
|---------------------------------|-------------------------|------------------------|
| <u>General Partner:</u> | | |
| Sembler Retail, Inc. | 1% | 1% |
| <u>Limited Partners:</u> | | |
| Melvin F. Sembler | 21.75% | 20.75% |
| Brent W. Sembler | 21.75% | 20.75% |
| Gregory S. Sembler | 21.75% | 20.75% |
| Craig H. Sher | 21.75% | 20.75% |
| David E. Murphy | 10.00% | 10.00% |
| Jeffrey S. Fuqua | 2.00% | 6.00% |
| | 100% | 100% |

3. This Amendment to the Partner Percentage Interests shall retroactively effective to the date of formation of the Partnership.

4. As hereby changed and amended, the parties hereby ratify and confirm the Agreement. In the event of any inconsistencies between this Amendment and the Agreement, the provisions of this Amendment shall control.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

GENERAL PARTNER:

SEMBLER RETAIL, INC., a Florida
corporation

By: _____

Craig H. Sher
President

Vicki Marcink

(Witness Signature)

Print Name: VICKI MARCINK

Helen M. Camp

(Witness Signature)

Print Name: Helen M. Camp

LIMITED PARTNERS:

(Witness Signature)

Print Name: _____

MELVIN F. SEMBLER

(Witness Signature)

Print Name: _____

Vicki Marcink

(Witness Signature)

Print Name: VICKI MARCINK

Helen M. Camp

(Witness Signature)

Print Name: Helen M. Camp

Gregory S. Sembler
GREGORY S. SEMBLER

3. This Amendment to the Partner Percentage Interests shall retroactively effective to the date of formation of the Partnership.

4. As hereby changed and amended, the parties hereby ratify and confirm the Agreement. In the event of any inconsistencies between this Amendment and the Agreement, the provisions of this Amendment shall control.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Amendment as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

GENERAL PARTNER:

SEMBLER RETAIL, INC., a Florida
corporation

By: _____
Craig H. Sher
President

(Witness Signature)
Print Name: _____

(Witness Signature)
Print Name: _____

LIMITED PARTNERS:

MELVIN F. SEMBLER

(Witness Signature)
Print Name: DIANNE WAMPLER

(Witness Signature)
Print Name: Marlene McLeod

(Witness Signature)
Print Name: _____

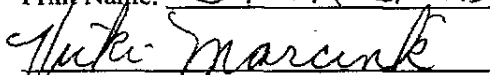
(Witness Signature)
Print Name: _____

GREGORY S. SEMBLER



(Witness Signature)

Print Name: J. M. Richardson



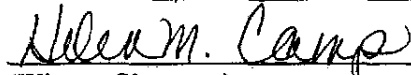
(Witness Signature)

Print Name: VICKI MARCINK



(Witness Signature)

Print Name: VICKI MARCINK



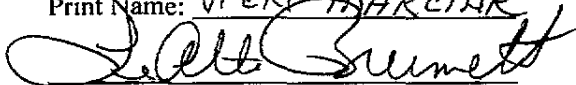
(Witness Signature)

Print Name: Helen M. Camp



(Witness Signature)

Print Name: VICKI MARCINK



(Witness Signature)

Print Name: LEALTA BRUMMETT



(Witness Signature)

Print Name: VICKI MARCINK

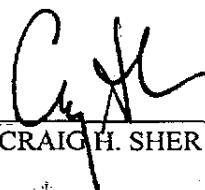


(Witness Signature)

Print Name: PAULINE ZEPEDA



BRENT W. SEMBLER



CRAIG H. SHER



DAVID E. MURPHY



JEFFREY S. FUQUA

**AMENDED
SCHEDULE A**

SEMBLER E.D.P. PARTNERSHIP #20, LTD.

| | Percentage Interest |
|--------------------------|--------------------------------|
| General Partner: | |
| Sembler Retail, Inc. | 1% |
| Limited Partners: | |
| Melvin F. Sembler | 20.75% |
| Gregory S. Sembler | 20.75% |
| Brent W. Sembler | 20.75% |
| Craig H. Sher | 20.75% |
| David E. Murphy | 10.00% |
| Jeffrey S. Fuqua | <u>6.00%</u> |
| Totals | <u>100.00%</u> |