

A04074

FILED
01 JUL -5 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

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

1- T P R ASSOCIATES, LTD.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☒ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<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

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUL -2 PM 12:55
NOT INCLUDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DK

200004456192--4
-07/02/01--01063--007
****113.75 ****113.75

Examiner's Initials

W/PLK
Answer for
mk



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 3, 2001

ATTORNEYS' TITLE

TALLAHASSEE, FL

SUBJECT: T P R ASSOCIATES, LTD.
Ref. Number: A04074

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TALLAHASSEE, FLORIDA

We have received your document for T P R ASSOCIATES, LTD. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please have the new R.A. -- NAPLES-LAWDOCK, INC. -- sign a statement accepting the R.A. appointment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Corporate Specialist

Letter Number: 501A00039668

RECEIVED
01 JUL -5 PM 1:11
DIVISION OF CORPORATION

T P R ASSOCIATES, LTD.

**THIRD AMENDED AND RESTATED
LIMITED PARTNERSHIP CERTIFICATE**

01 JUL -5 PM 3:18
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TALLAHASSEE, FLORIDA

The following Third Amended and Restated Limited Partnership Certificate duly adopted and executed pursuant to the authority and provisions of Chapter 620.109 of the Florida Statutes, supersedes and takes the place of the existing Amended and Restated Limited Partnership Certificate and any and all amendments thereto:

1. The name of the partnership is T P R ASSOCIATES, LTD., a Limited Partnership.

2. The Limited Partnership Certificate was originally filed with the Florida Department of State on December 6, 1974 (the "Original Certificate"), and was amended by an Amended and Restated Limited Partnership Certificate filed with the Florida Department of State on December 28, 1989 (the "First Amended Certificate"), and again by another Amended and Restated Certificate, filed with the Florida Department of State on July 18, 1994 (the "Second Amended Certificate").

3. The character of the business is to purchase, own, hold, lease and sell real and personal property, and further to do all acts and conduct all business allowed limited partnerships by law.

4. The office of the Limited Partnership shall be: 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103; the name and address of the agent for service of process shall be: Naples-

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Lawdock, Inc., 4501 Tamiami Trail North, Suite 300, Naples, Florida

34103. The Registered Agent's address is also the Limited Partnership's mailing address.

5. The partners and their places of residence are:

5.1 GENERAL PARTNER:

THE LEIDER HORTICULTURAL COMPANIES, INC.,
an Illinois Corporation
855 East Aptakisic Road
Buffalo Grove IL 60089

p20829

5.2 LIMITED PARTNERS:

MML Family Ltd. Partnership
1850 Forest Hill Road
Suite 204 A
West Palm Beach, FL 33406

Michael J. Leider
226 Hancock
Lake Bluff, IL 60044

Gerard F. Leider
47 East Laurel Avenue
Lake Forest, IL 60045

Mary L. Barss
40 East Cedar Avenue #15A
Chicago, IL 60611

Peter C. Mayer
4823 North Paulina
Chicago, IL 60640

Mark L. Leider
461 Mawman
Lake Bluff, IL 60044

Dorla F. Mayer
851 Williamson Street
Madison, WI 54703-3545

Margaret L. Kreuter
525 Quassey
Lake Bluff, IL 60044

Merilyn M. Grossman
11702 West Mequon Road
Mequon, WI 53092-9720

Margaret L. Daley
285 Whistler
Highland Park, IL 60035

David O. Kieft
439 Portland Avenue
St. Paul, MN 55102

M. James Leider
855 E. Aptakisic Road
Buffalo Grove, IL 60089

6. The Effective Date of this Third Amended and Restated Limited Partnership Certificate, for purposes of providing for the uninterrupted continuation of the business of this Limited Partnership, and not for purposes of filing with the Florida Department of State, shall be November 30, 2000. By written

agreement of a majority of the partners by partnership percentage interest, the term of this Limited Partnership shall continue until December 1, 2015, unless earlier terminated by the agreement of all of the partners. The term of this Limited Partnership may be further extended by the agreement of a majority of the partners by partnership percentage interest.

7. This Third Amended and Restated Limited Partnership Certificate reflects and records transfers of partnership interests that have occurred prior to the date hereof; as of November 30, 2000, and the date of filing this Third Amended and Restated Limited Partnership Certificate, the Share Interests and Percentage Interests of the Limited Partners are as follows:

<u>LIMITED PARTNER</u>	<u>SHARE INTEREST</u>	<u>PERCENTAGE INTEREST</u>
THE LEIDER HORTICULTURAL COMPANIES, INC.		0.104%
M M L Family Ltd. Partnership	2.000	23.053%
Gerard F. Leider	2.000	23.053%
M. James Leider	1.000	11.526%
Margaret L. Daley	1.000	11.526%
Michael J. Leider	0.250	2.882%
Mary L. Barss	0.250	2.882%
Mark L. Leider	0.250	2.882%
Margaret L. Kreuter	0.250	2.882%
Peter C. Mayer	0.333	2.882%
Dorla J. Mayer	0.333	2.882%

Merilyn M. Grossman 0.500

David O. Kieft 0.500

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TALLAHASSEE, FLORIDA

8. By agreement of all of the partners, additional capital contributions can be made.

9. The contributions of the Limited Partnership shall be returned to them at the termination of the Partnership.

10. The net profits of the Partnership shall be divided among the partners and the net losses shall be borne by them in accordance with their respective Percentage Interests, as set forth above.

11. A separate retained earnings account shall be maintained for each partner.

12. The Limited Partners shall have no right to substitute assignees as contributors in their places, except by agreement of all of the partners.

13. The partners shall have the right, by the agreement of all of them, to admit additional limited partners.

14. There is no right given to any Limited Partner to a priority over other Limited Partners.

15. The General Partner described in Section 5.1 hereof is the only General Partner.

16. The Limited Partners shall have no right to demand and receive property other than cash in return for their contributions.

IN WITNESS WHEREOF, this instrument has been executed on behalf of this partnership by the sole General Partner.

THE LEIDER HORTICULTURAL COMPANIES,
INC., an Illinois Corporation,
General Partner

By: M. James Leider
M. James Leider, President

(CORPORATE SEAL)

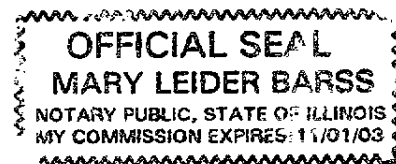
Margaret L. Kreuter
Margaret L. Kreuter, Secretary

STATE OF ILLINOIS)
) ss
COUNTY OF LAKE)

Personally came before me this 27th day of June, 2004, M. James Leider, President, and Margaret L. Kreuter, Secretary, of the above-named corporation, to me known to be such persons and officers who executed the foregoing instrument and acknowledged that they executed the foregoing instrument and acknowledged that they executed the same as such officers as the deed of said corporation, by its authority.

Mary Leider Barss
Notary Public, State of Illinois

My Commission: _____



**LIMITED PARTNERSHIP
CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE**

IN COMPLIANCE WITH THE PROVISIONS OF SECTION 620.105 AND 620.1051, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT T P R ASSOCIATES, LTD., is a Florida limited partnership. The partnership filing/registration in Florida is dated December 06, 1974, and the Document number assigned is: A04074.

The name of the registered agent and the registered office address as shown on the records of the Florida Department of State is:

FLORIDA-LAWDOCK, INC.
222 Lakeview Avenue, 4th Floor
West Palm Beach, Florida 33402-3188

The name and address of the new registered agent and/or office named as its agent to accept service of process within Florida is:

NAPLES-LAWDOCK, INC.

with a registered office located at 4501 North Tamiami Trail, Suite 300, Naples, Florida 34103.

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

NAPLES-LAWDOCK, INC., a Florida
corporation

By: _____

Timothy G. Hains
Vice President

Dated: June 27, 200

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