

A08000000665

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

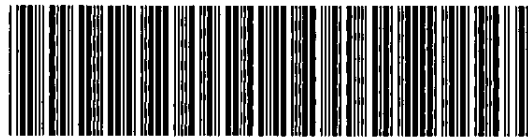
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400132063354

07/24/08--01017--013 **105.00

RECEIVED
08 JUL 24 AM 11:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 JUL 24 PM 1:15
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUL 24 2008

EXAMINER

**CORPORATE
ACCESS,
INC.**

"When you need ACCESS to the world"

236 East 6th Avenue . Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP:

7/24/08

RECEIVED
08 JUL 24 AM 11:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CERTIFIED COPY



PHOTOCOPY



CUS



FILING

Amend

1.

Sembler Okatie Partnership, LTD. A02-665
(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

FILED
08 JUL 24 PM 1:15
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS:

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

Sembler Okatie Partnership, Ltd.

(Insert name currently on file with Florida Department of State)

FILED
08 JUL 24 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership or limited liability limited partnership, whose certificate was filed with the Florida Department of State on July 10, 2008, assigned Florida document number A02000000665, adopts the following certificate of amendment to its certificate of limited partnership.

This amendment is submitted to amend the following:

A. If amending name, enter the new name of the limited partnership or limited liability limited partnership here:

(New name must be distinguishable and contain an acceptable suffix.)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

B. If amending mailing address and/or principal office address, enter new mailing address and/or principal office address here:

New Principal Office Address:

(Must be STREET address)

New Mailing Address:

(May be post office box)

C. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

(Enter Florida street address)

_____, Florida _____

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

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.

(If Changing Registered Agent, Signature of New Registered Agent)

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	Sembler Retail II, Inc.	5858 Central Avenue St. Petersburg, FL 33707	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
_____	Sembler Okatie, Inc.	5858 Central Avenue St. Petersburg, FL 33707	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
_____	POX 0000068807	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- ☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- ☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

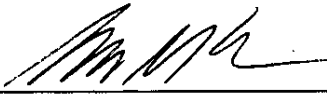
(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)

F. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

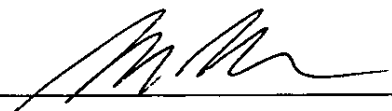
Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

Signature(s) of a general partner or all general partners*:

(*NOTE: Only one current general partner is required to sign this document unless the limited partnership is adding or removing a "limited liability limited partnership" election statement. Chapter 620, F.S., requires all general partners to sign when adding or removing a "limited liability limited partnership" election statement.)

	
_____	_____
_____	_____
_____	_____
_____	_____

Signature(s) of all new or dissociating general partner(s), if any:

	
_____	_____
_____	_____
_____	_____
_____	_____

Filing Fee: \$52.50
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

**NOTICE OF WITHDRAWAL OF GENERAL PARTNER
AND
DESIGNATION OF SUCCESSOR GENERAL PARTNER
(SEMBLER OKATIE PARTNERSHIP, LTD.)**

1. Notice of Withdrawal. Pursuant to Section 2 of Article VI of the Partnership Agreement, Sembler Retail II, Inc. hereby gives notice of its withdrawal as a General Partner of SEMBLER OKATIE PARTNERSHIP, LTD. (the "Partnership"). Such withdrawal shall be effective as of July 10, 2008 ("Effective Date").

2. Continuation of Partnership. The undersigned Limited Partners, who constitute a majority in interest of the Partnership, hereby elect to continue the Partnership pursuant to Section 2 of Article VI of the Partnership Agreement.

3. Admission of Successor General Partner. The undersigned Limited Partners, who constitute a majority in interest of the Partnership, hereby approve the admission of Sembler Okatie, Inc. as successor General Partner to Sembler Retail II, Inc.

4. Acceptance of Appointment as General Partner and Adoption of Partnership Agreement. Sembler Okatie, Inc. hereby accepts its appointment as General Partner of the Partnership and does hereby adopt the Partnership Agreement and agrees to be bound by the terms and conditions of such Partnership Agreement.

5. Counterparts; Signatures. This Notice may be executed in two or more counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same notice. Such signatures may be signatures in person or by any proper electronic means.

WHEREFORE, the undersigned have executed this Notice on the dates stated.

LIMITED PARTNERS:


MELVIN F. SEMBLER

as Trustee of the Melvin F. Sembler
Family Trust u/a/d March 14, 1975

Date: 7-21-08

GREGORY S. SEMBLER

as Trustee of the Gregory S. Sembler
Family Trust u/a/d September 21, 1989

Date: 

BRENT W. SEMBLER

as Trustee of the Brent W. Sembler
Family Trust u/a/d July 14, 1989

Date: 7-21-08


CRAIG H. SHER

as Trustee of the Craig H. Sher Family
Trust u/a/d/ March 27, 2006

Date: 7-21-08


JEFFREY S. FUQUA

Date: _____


DAVID E. MURPHY

Date: 7-21-08


RONALD P. WHEELER

Date: 7-21-08

WHEREFORE, the undersigned have executed this Notice on the dates stated.

LIMITED PARTNERS:



MELVIN F. SEMBLER

as Trustee of the Melvin F. Sembler
Family Trust u/a/d March 14, 1975

Date: 7-21-08

GREGORY S. SEMBLER

as Trustee of the Gregory S. Sembler
Family Trust u/a/d September 21, 1989

Date: 

BRENT W. SEMBLER

as Trustee of the Brent W. Sembler
Family Trust u/a/d July 14, 1989

Date: 7-21-08



CRAIG H. SHER

as Trustee of the Craig H. Sher Family
Trust u/a/d/ March 27, 2006

Date: 7-21-08

JEFFREY S. FUQUA

Date: _____



DAVID E. MURPHY

Date: 7-21-08

RONALD P. WHEELER

Date: _____

WHEREFORE, the undersigned have executed this Notice on the dates stated.

LIMITED PARTNERS:

MELVIN F. SEMBLER

as Trustee of the Melvin F. Sembler
Family Trust u/a/d March 14, 1975

Date: _____

GREGORY S. SEMBLER

as Trustee of the Gregory S. Sembler
Family Trust u/a/d September 21, 1989

Date: _____

BRENT W. SEMBLER

as Trustee of the Brent W. Sembler
Family Trust u/a/d July 14, 1989

Date: _____

CRAIG H. SHER

as Trustee of the Craig H. Sher Family
Trust u/a/d/ March 27, 2006

Date: _____


JEFFREY S. FUQUA


Date: 7/18/08

DAVID E. MURPHY

Date: _____


RONALD P. WHEELER

Date: 7-21-08



Heather H. Corrêa

Date: _____

7/18/08

Stephen Althoff

Date: _____

WITHDRAWING GENERAL PARTNER

SEMBLER RETAIL II, INC.,
a Florida corporation

By: _____

RONALD P. WHEELER
Vice President

SUCCESSOR GENERAL PARTNER:

SEMBLER OKATIE, INC., a Florida
corporation

By: _____

RONALD P. WHEELER
Vice President

Heather H. Corrêa

Date: _____



Stephen Althoff

Date: _____

7/21/08

WITHDRAWING GENERAL PARTNER

SEMBLER RETAIL II, INC.,
a Florida corporation

By: _____

RONALD P. WHEELER
Vice President

SUCCESSOR GENERAL PARTNER:

SEMBLER OKATIE, INC., a Florida
corporation

By: _____

RONALD P. WHEELER
Vice President



Heather H. Corrêa

Date: _____

Stephen Althoff

Date: _____

WITHDRAWING GENERAL PARTNER

SEMBLER RETAIL II, INC.,
a Florida corporation

By: 

RONALD P. WHEELER
Vice President

SUCCESSOR GENERAL PARTNER:

SEMBLER OKATIE, INC., a Florida
corporation

By: 

RONALD P. WHEELER
Vice President