

**A08 428**

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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

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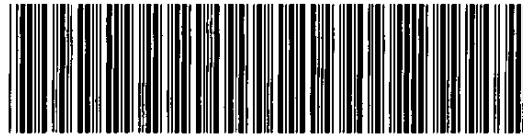
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

2008 JAN 25 AM 10:33

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**T. CLINE**

JAN 28 2008

**EXAMINER**

*A08428*



ROYAL AMERICAN MANAGEMENT, INC.  
ROYAL AMERICAN DEVELOPMENT, INC.  
ROYAL AMERICAN CONSTRUCTION CO., INC.

January 24, 2008

Florida Department of State  
Division of Corporations  
Partnership Amendment Section  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Northwood-MacClenny, Ltd.  
Doc. No. A08428

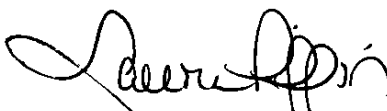
Gentlemen:

Enclosed is the original and one conformed copy of the Amendment to Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of Northwood-MacClenny, Ltd., along with a check for \$105.00 representing the filing fee. Please file one copy and return one certified copy to our office as follows:

Laura Pippin  
Royal American  
1002 W. 23<sup>rd</sup> Street, Suite 400  
Panama City, FL 34205

If you should have any questions or require additional information, please do not hesitate to contact our office. Thank you for your assistance in this regard.

Sincerely,



Laura Pippin

Enclosures: as stated

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2008 JAN 25 AM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** NORTHWOOD-MACCLENNY, LTD. DOC. NO. A08428  
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

LAURA PIPPIN  
(Contact Person)

ROYAL AMERICAN  
(Firm/Company)

1002 W. 23rd Street, Suite 400  
(Address)

Panama City, FL 32405  
(City, State and Zip Code)

For further information concerning this matter, please call:

LAURA PIPPIN at ( 850 ) 914-3268  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$52.50 Filing Fee      ☐ \$61.25 Filing Fee and Certificate of Status      ☒ \$105.00 Filing Fee and Certified Copy      ☐ \$113.75 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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2000 JAN 25 AM 10:33  
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TALLAHASSEE, FLORIDA

AMENDMENT  
TO  
AMENDED AND RESTATED  
LIMITED PARTNERSHIP AGREEMENT  
AND CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
NORTHWOOD-MACCLENNY, LTD.

FILED  
2008 JAN 25 AM 10:34  
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TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 31st day of December, 2007, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) A G. EDWARDS, INC., successor to A.G.E. REALTY, INC. (hereinafter referred to as the "Assignor"); and (iii) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. NORTHWOOD-MACCLENNY, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership having filed its original Agreement and Certificate of Limited Partnership with the Florida Secretary of State on January 3, 1980, and is presently existing pursuant to an Amended and Restated Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement") filed on November 7, 1980.

B. Pursuant to an Agreement of Assignment and Acceptance, the Assignor assigned and transferred its entire right, title and interest in a 0.10% interest as a Special Limited Partner of the Partnership to the Assignee. As a consequence of such assignment and transfer, the Assignor ceased to be a Special Limited Partner of the Partnership.

C. It is the desire of the parties that the Assignee be substituted as a Limited Partner of the Partnership to the extent of the 0.10% limited partnership interest assigned to the Assignee by the Assignor, and that pursuant to such desire, the Partnership Agreement be amended to reflect said substitution and the withdrawal of the Assignor as a Limited Partner of the Partnership.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Partnership Agreement of NORTHWOOD-MACCLENNY, LTD. is amended to provide as follows:

1. The Assignor hereby withdraws as a Limited Partner of the Partnership. The Partnership hereby accepts such withdrawal and the said Assignor shall hereafter cease to be a Limited Partner of the Partnership.

2. Exhibit A of the Partnership Agreement is hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A attached hereto and incorporated herein by this reference.

3. It is further provided and agreed that (i) the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 0.10% limited partner interest assigned by the Assignor; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (iii) any present or future references to the terms "Partner(s)" or "Limited Partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the Assignee to the extent of the 0.10% limited partner interest assigned by the Assignor; and (iv) the execution of this Amendment by the Assignee shall constitute the agreement of the Assignee as a Limited Partner, to all of the terms and provisions of the Partnership Agreement of the Partnership, as amended.

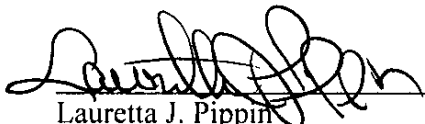
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.

  
Laurretta J. Pippin  
Secretary

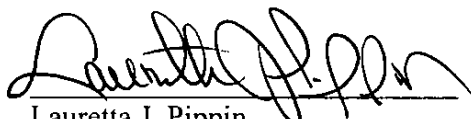
By:   
Joseph F. Chapman, IV  
Vice President

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

LIMITED PARTNERS:

ATTEST:

BY: ROYAL AMERICAN DEVELOPMENT, INC.,  
General Partner, Pursuant to  
Power of Attorney

  
Laurretta J. Pippin  
Secretary

By:   
Joseph F. Chapman, IV  
Vice President

WITNESS:

ASSIGNOR AND WITHDRAWING  
SPECIAL LIMITED PARTNER:

A.G. EDWARDS, INC., successor to  
A.G.E. REALTY, INC.

Mary A. Vahlberg

By: \_\_\_\_\_

Name: \_\_\_\_\_

Its: \_\_\_\_\_

Douglas L. Kelly  
Executive V.P.

ASSIGNEE AND SUBSTITUTE  
SPECIAL LIMITED PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.

Lauretta J. Pippin  
Secretary

By: \_\_\_\_\_

Joseph F. Chapman, IV  
Vice President

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TALLAHASSEE, FLORIDA

EXHIBIT A  
NORTHWOOD-MACCLENNY, LTD.  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP

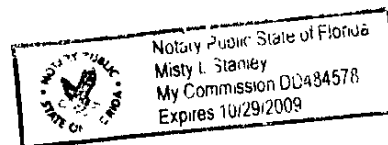
| <u>Name</u>                                                                        | <u>Percentage of<br/>Partnership Interest</u> |
|------------------------------------------------------------------------------------|-----------------------------------------------|
| <u>GENERAL PARTNERS:</u>                                                           |                                               |
| Royal American Development, Inc.                                                   | 1.00%                                         |
| Joseph F. Chapman, III                                                             | 1.00%                                         |
| <u>LIMITED PARTNERS:</u>                                                           |                                               |
| Royal American Development, Inc.                                                   | 0.10%                                         |
| Trustees of the Marital Trust Under the<br>Eugene F. Barth Revocable Trust         | 12.2375%                                      |
| Estate of Donald H. Bartholow                                                      | 12.2375%                                      |
| Estate of Harry Berger                                                             | 6.11875%                                      |
| Donald L. Brown                                                                    | 6.11875%                                      |
| Roland L. Claassen as Trustee of the<br>Roland L. Claassen Trust dtd. 12/22/98     | 12.2375%                                      |
| Timothy J. Fallon, M.D.                                                            | 6.11875%                                      |
| James L. Frey, Trustee<br>Frey Family Trust                                        | 12.2375%                                      |
| Vicki K. Silverman, Trustee U/W/O<br>Jack Kopolow GST Trust FBO Vicki K. Silverman | 6.11875%                                      |
| Robert N. Kopolow, Trustee U/W/O<br>Jack Kopolow GST Trust FBO Robert N. Kopolow   | 6.11875%                                      |
| Albert E. Stiegman                                                                 | 12.2375%                                      |
| Herman J. & Helen M. Ulrich, TTEES<br>Herman J. Ulrich Liv Trust                   | 6.11875%                                      |

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2009 JAN 25 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BAY        )

The foregoing instrument was acknowledged before me this 4 day of Jan, 2008 by Joseph F. Chapman, IV as Vice President of Royal American Development, Inc., a Florida corporation, who is ( ☒ ) personally known to me or who has (    ) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned and on behalf of said entity.

Misty L. Stanley  
NOTARY PUBLIC



Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on:       \_\_\_\_\_

STATE OF Missouri       )  
                                  ) SS:  
COUNTY OF St. Louis    )

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of DECEMBER, 2008 by DOUGLAS L. KELLY as EXECUTIVE V.P. of A.G. Edwards, Inc., successor to A.G.E. Realty, Inc. who is (    ) personally known to me or who has (    ) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned and on behalf of said entity.

Donna P. Dickerhoff  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on:       \_\_\_\_\_

**DONNA P. DICKERHOFF**  
Notary Public - Notary Seal  
State of Missouri, St. Louis County  
Commission # 05458978  
My Commission Expires Nov 16, 2009

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2008 JAN 25 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA