

A08428

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

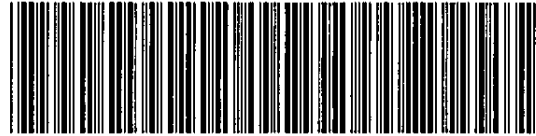
Special Instructions to Filing Officer:

L. SELLERS

MAR 17 2009

EXAMINER

Office Use Only



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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

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

THIS AMENDMENT is made and entered into as of the 30 day of October, 2008, but is accepted by NORTHWOOD-MACCLENNY, LTD. as of January 1, 2008, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) THE ESTATE OF HARRY BERGER, (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 6.11875% interest as a Limited Partner of the Partnership to the Assignee. As a consequence of such assignment and transfer, the Assignor ceased to be a 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 6.11875% 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.

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FLORIDA

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 6.11875% 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 6.11875% 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.

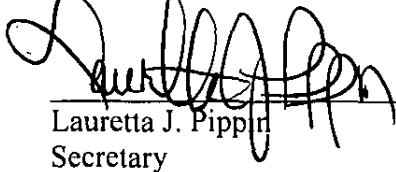
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

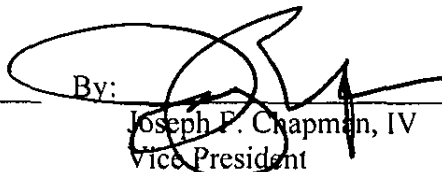
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.

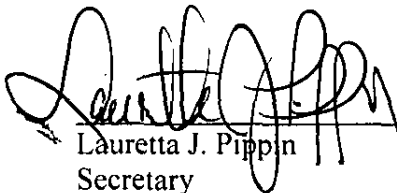

Laurretta J. Pippin
Secretary

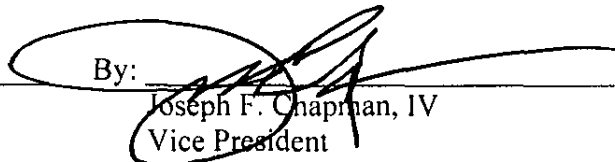
By: 
Joseph F. Chapman, IV
Vice President

LIMITED PARTNERS:

ATTEST:

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

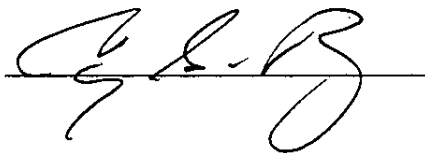

Laurretta J. Pippin
Secretary

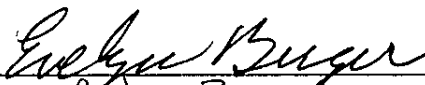
By: 
Joseph F. Chapman, IV
Vice President

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

ESTATE OF HARRY BERGER



By: 
Name: Evelyn Berger
Its: _____

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:


Lauretta J. Pippin
Secretary

By: 
Joseph P. Chapman, IV
Vice President

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TALLAHASSEE FLORIDA

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

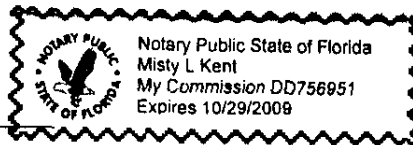
<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	1.00%
Joseph F. Chapman, III	1.00%
<u>LIMITED PARTNERS:</u>	
Royal American Development, Inc.	6.21875%
Trustees of the Marital Trust Under the Eugene F. Barth Revocable Trust	12.2375%
Estate of Donald H. Bartholow	12.2375%
Donald L. Brown	6.11875%
Roland L. Claassen as Trustee of the Roland L. Claassen Trust dtd. 12/22/98	12.2375%
Timothy J. Fallon, M.D.	6.11875%
James L. Frey, Trustee Frey Family Trust	12.2375%
Vicki K. Silverman, Trustee U/W/O Jack Kopolow GST Trust FBO Vicki K. Silverman	6.11875%
Robert N. Kopolow, Trustee U/W/O Jack Kopolow GST Trust FBO Robert N. Kopolow	6.11875%
Albert E. Stiegman	12.2375%
Herman J. & Helen M. Ulrich, TTEES Herman J. Ulrich Liv Trust	6.11875%

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 30th day of Dec, 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 Kent
NOTARY PUBLIC

Printed Name: _____
Commission No.: _____
Expiring on: _____



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

The foregoing instrument was acknowledged before me this 30 day of October, 2008 by Evelyn Berger as _____, for The Estate of Harry Berger 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.

Laura A. Hessel
NOTARY PUBLIC

Printed Name: LAURA A. HESSEL
Commission No.: 05753453
Expiring on: 08/10/2009



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TALLAHASSEE FLORIDA