

A08428

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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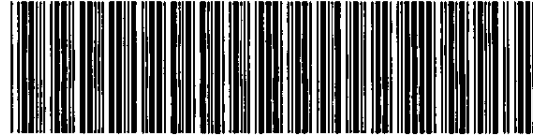
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NORTHWOOD-MACCLENNY, LTD. DOC. #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

laura.pippin@royalamerican.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laura Pippin

Name of Contact Person

at (850)

769-8981

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.
[Pursuant to the provisions of Section 620.1202, Florida Statutes]

THIS AMENDMENT is made and entered into as of the 21 day of October, 2012, but is accepted by NORTHWOOD-MACCLENNY, LTD. as of January 1, 2012, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) ESTATE OF DONALD L. BROWN, (hereinafter referred to as the "Assignor"); and (iii) MARY JANE BROWN, (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, assigned Florida Document number A08428, and is presently existing pursuant to an Amended and Restated Certificate of Limited Partnership filed on November 7, 1980 (hereinafter referred to as the "Partnership Agreement").

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 (hereinafter referred to as the "Partnership 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 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 Partnership 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 Partnership 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.

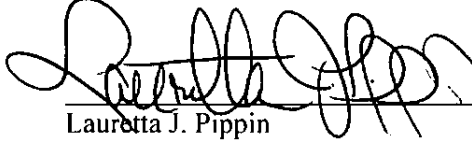
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

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.



Lauretta J. Pippin
Secretary

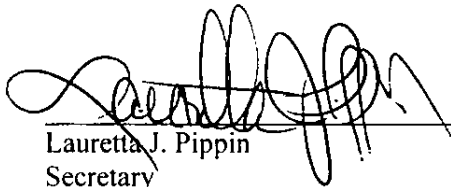
By:


Joseph F. Chapman, IV
Vice President

LIMITED PARTNERS:

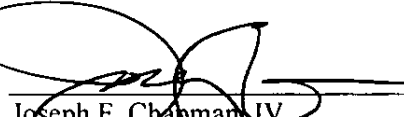
ATTEST:

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



Lauretta J. Pippin
Secretary

By:


Joseph F. Chapman, IV
Vice President

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

ESTATE OF DONALD L. BROWN

Benson K. William
BENSON K. WILLIAM

By: Mary Jane Brown, Executor
Mary Jane Brown, Executor

WITNESS:

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

Benson K. William
BENSON K. WILLIAM

Mary Jane Brown
Mary Jane Brown

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%
Mary Jane 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%
MPF Flagship Fund 10, LLC	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 Nov, 2012 by Joseph F. Chapman, IV, 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 OH)
) SS:
COUNTY OF FRANKLIN

The foregoing instrument was acknowledged before me this 23rd day of October, 2012 by Mary Jane Brown, 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.

Benson K. William
NOTARY PUBLIC

Printed Name: BENSON K. WILLIAM
Commission No.: 2007 RE 199863
Expiring on: 11.9.2012



BENSON K. WILLIAM
Notary Public, State of Ohio
My Commission Expires 11-09-2012
Benson K. William
10.23.2012