

A08428

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TALLAHASSEE, FLORIDA

K. SALY
FEB 27 2018

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NORTHWOOD-MACCLENNY, LTD. - 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 Development

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

at (850) 769-8981

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.

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

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THIS AMENDMENT is made and entered into as of the 31st day of December, 2017, but is accepted by NORTHWOOD-MACCLENNY, LTD. as of December 11, 2016, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC. (hereinafter referred to as "RAD"); and (ii) THE ESTATE OF JOSEPH F. CHAPMAN, III (hereinafter referred to as the "Withdrawing General 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 Certificate of Limited Partnership filed on November 7, 1980 and an Amended and Restated Limited Partnership Agreement of same date (hereinafter referred to as the "Partnership Agreement").

B. JOSEPH F. CHAPMAN, III (hereinafter referred to as "Chapman") passed away on December 11, 2016. At the time of his death, Chapman was a General Partner of the Partnership. Pursuant to Sections 11.8 and 11.9 of the Partnership Agreement, in the event of the death of any General Partner, the interest in the Partnership of such General Partner shall cease and he shall be removed as a General Partner and the interest in the Partnership of such General Partner shall be assigned to any remaining General Partners.

C. Pursuant to the terms of the Partnership Agreement, the General Partner interest of Chapman shall cease and Chapman shall be removed as a General Partner of the Partnership. RAD, as the remaining General Partner, will assume the General Partner interest of Chapman and RAD will become the sole General 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. Chapman is hereby removed as a General Partner of the Partnership. The Partnership hereby accepts such removal and Chapman shall hereafter cease to be a General Partner of the Partnership. Chapman's interest as a General Partner shall vest in RAD as the remaining General Partner.

2. The schedule of General Partners of the Partnership is hereby amended as reflected in Exhibit A attached hereto and incorporated herein by this reference.

3. It is further provided and agreed that RAD as the sole General Partner hereby elects to continue the existence and business of the Partnership, without interruption, for the remaining term of the Partnership.

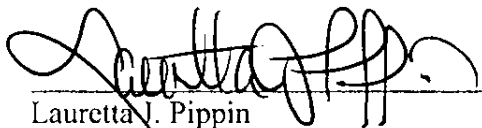
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

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

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:

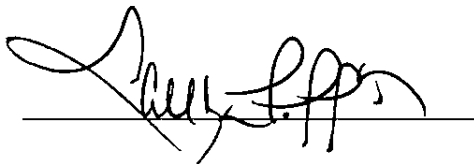

Lauretta J. Pippin
Secretary

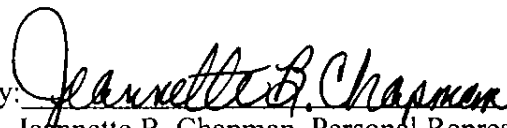
By: 
Robert F. Henry, III
Vice President

WITHDRAWING GENERAL PARTNER:

ESTATE OF JOSEPH F. CHAPMAN, III

WITNESS:



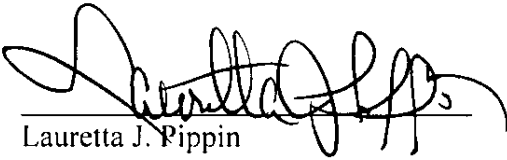
By: 
Jannette B. Chapman, Personal Representative

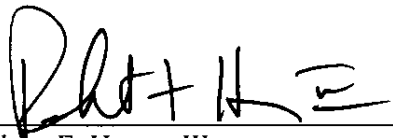
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TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

ATTEST:

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


Laurretta J. Pippin
Secretary

By: 
Robert F. Henry, III
Vice President

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TALLAHASSEE, FLORIDA

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EXHIBIT A

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

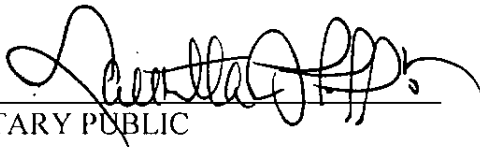
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<u>Name</u>	<u>GENERAL PARTNER:</u>	<u>Percentage of Partnership Interest</u>
Royal American Development, Inc.		2.00%

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31st day of December, 2017 by Robert F. Henry, III as Vice President of Royal American Development, Inc., a Florida corporation, who is (X) 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.



NOTARY PUBLIC



LAURETTA J. PIPPIN
MY COMMISSION # GG 007589
EXPIRES: August 27, 2020
Bonded Thru Budget Notary Services

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

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31st day of December, 2017 by Jeannette B. Chapman, as Personal Representative of the Estate of Joseph F. Chapman, III, who is (X) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.



NOTARY PUBLIC



LAURETTA J. PIPPIN
MY COMMISSION # GG 007589
EXPIRES: August 27, 2020
Bonded Thru Budget Notary Services

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