

A17976

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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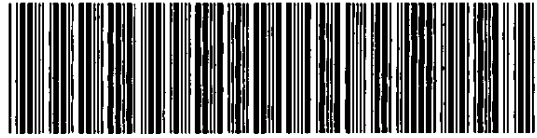
Special Instructions to Filing Officer:

**L. SELLERS**

MAY 10 2010

**EXAMINER**

Office Use Only



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**FILED**  
10 MAY -5 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** WIBBERLEY ENTERPRISES LIMITED  
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:

ERIC WIBBERLEY  
Contact Person

WIBBERLEY ENTERPRISES LIMITED  
Firm/Company

3001 W. 10TH STREET #210  
Address

PANAMA CITY, FL 32401  
City, State and Zip Code

ewibberley@msn.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ERIC WIBBERLEY at ( 850 ) 258-6257  
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

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

**WIBBERLEY ENTERPRISES LIMITED**

Insert name currently on file with Florida Department of State

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 10/11/984 ~~08/12/1982~~, assigned Florida document number A17976, 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*

**FILED**  
10 MAY -5 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



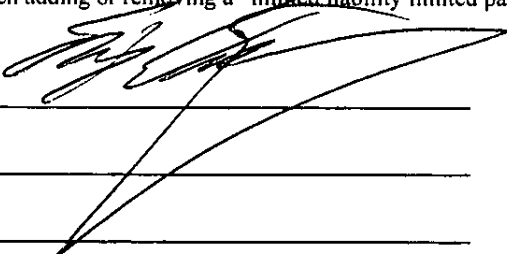
F. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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.)

  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*Eric W. bberley*  
\_\_\_\_\_  
\_\_\_\_\_

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

*see attached*  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

**FILED**  
10 MAY - 5 PH 3: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH AMENDMENT TO  
LIMITED PARTNERSHIP AGREEMENT**

**AND**

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
WIBBERLEY ENTERPRISES LIMITED**

This Fourth Amendment is made and entered into effective for all purposes and in all respects as of December 2, 2008, by and among the undersigned parties.

**RECITALS**

A. Wibberley Enterprises Limited (the "Partnership") is a State of Florida Limited Partnership formed and presently existing pursuant to a Limited Partnership Agreement and three amendments thereto and a Certificate of Limited Partnership (the "Partnership Agreement").

B. Leilani S. Wibberley ("LSW"), the General Partner, died December 2, 2008, and at the time of the death of LSW, the Eric S. Wibberley 1984 Trust, the Carrie B. Wibberley 1984 Trust, and the Jennifer L. Wibberley 1984 Trust (the "Children's Trusts") dissolved by operation of the terms of the Children's Trusts and, by operation of the terms of the Children's Trusts, Eric S. Wibberley ("ERIC"), Carrie W. Redd ("CARRIE") and Jennifer W. Duncan ("JENNIFER") now own the percentages of Partnership interest as reflected in Exhibit A hereto.

C. Pursuant to Section 10.10 of the Partnership Agreement the undersigned appoint ERIC, a Limited Partner, elected effective December 2, 2008, to be the General Partner and to continue the business of the Partnership. Five Percent (5%) of ERIC's interest has been converted from a Limited Partnership to a General Partnership interest

and the General Partnership interest of LSW has been converted to a Limited Partnership interest held by LSW's Estate.

D. The parties hereto, who are all of the partners of the Partnership, desire to amend the Partnership Agreement to reflect the foregoing changes.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and amendments thereto and Certificate of Limited Partnership is hereby amended to provide as follows:

1. 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.

2. It is agreed that: (i) the Estate of Leilani S. Wibberley shall be and is hereby substituted as a Limited Partner of the Partnership to the full extent of the five percent (5%) General Partnership interest previously held by LSW; (ii) the signing of this Fourth Amendment by ERIC as the Personal Representative of the Estate of Leilani S. Wibberley and individually and by CARRIE and JENNIFER individually does and shall constitute their consent to the matters set forth herein in their respective capacities; (iii) any present or future references to the term "Partners" or "Limited Partners" or "General Partner" by the Partnership Agreement, or by any amendment thereto, shall be deemed to include all of the parties as set forth in the attached Exhibit A.

3. Except as hereby amended the Partnership Agreement and Certificate are ratified and affirmed in all respects.

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

Alicia L. Bennett  
WITNESS

Eric S. Wibberley  
ERIC S. WIBBERLEY  
GENERAL PARTNER

Janet C. Lewis  
WITNESS

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 28 day of  
January, 2009, by ERIC S. WIBBERLEY

- who is personally known to me.  
 who produced \_\_\_\_\_ as identification.

Alicia L. Bennett  
Signature of Notary Public



Alicia L. Bennett  
WITNESS

Eric S. Wibberley  
ESTATE OF LEILANIS WIBBERLEY  
LIMITED PARTNER  
BY: ERIC S. WIBBERLEY  
PERSONAL REPRESENTATIVE

Janet C. Lewis  
WITNESS



STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 28 day of  
January, 2009, by ERIC S. WIBBERLEY

- who is personally known to me.  
 who produced \_\_\_\_\_ as identification.

Alicia L. Bennett  
Signature of Notary Public



Deane E. Reed  
WITNESS

Carrie W. Redd  
CARRIE W. REDD  
LIMITED PARTNER

Alicia L. Bennett  
WITNESS

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 28 day of  
January, 2009, by CARRIE W. REDD

- who is personally known to me.  
 who produced \_\_\_\_\_ as identification.

Alicia L. Bennett  
Signature of Notary Public



Alicia L. Bennett  
WITNESS

Jennifer W. Duncan  
JENNIFER W. DUNCAN  
LIMITED PARTNER

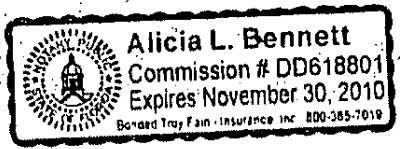
Paul E. Lewis  
WITNESS

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 18 day of  
January, 2009, by JENNIFER W. DUNCAN

- who is personally known to me.
- who produced \_\_\_\_\_ as identification.

Alicia L. Bennett  
Signature of Notary Public



**EXHIBIT A**

**WIBBERLEY ENTERPRISES LIMITED  
LIMITED PARTNERSHIP AGREEMENT  
AND**

**CERTIFICATE OF LIMITED PARTNERSHIP**

<b><u>Name and Address</u></b>	<b><u>Capital Contribution</u></b>	<b><u>Percentage of Partnership Interest</u></b>
<b><u>General Partner:</u></b>		
Eric S. Wibberley 343 S. Bonita Avenue Panama City, FL. 32401	\$1,600	5.00%
<b><u>Limited Partners:</u></b>		
Estate of Leilani S. Wibberley 304 Magnolia Avenue Panama City, FL. 32401	\$16,640	52.00%
Eric S. Wibberley 343 S. Bonita Avenue Panama City, FL. 32401	\$3,520	11.00%
Carrie W. Redd 414 Gardenia Street Panama City Beach, FL. 32407	\$5,120	16.00%
Jennifer W. Duncan 3404 N. Harbour Circle Panama City, FL. 32405	\$5,120	16.00%