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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION ALBANY PLACE '85, LTD.

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**THIRD AMENDMENT
TO
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP
OF ALBANY PLACE '85, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

THIS THIRD AMENDMENT (the "Amendment") to the Certificate and Agreement of Limited Partnership of **ALBANY PLACE '85, Ltd.**, a Florida limited partnership (the "Partnership"), is made and entered into this 28th day of July, 2015, by (a) **LLOYD SMITH, III, LEE D. WEDEKIND, JR. and LLOYD SMITH, III AND ASSOCIATIES, INC.** (formerly known as **THE SMITH-WEDEKIND COMPANY, INCORPORATED**, pursuant to a name change amendment filed with the Secretary of State of Florida on January 19, 1988), as the general partners of the Partnership (the "General Partners") and (b) by the General Partners on behalf of in excess of seventy-five percent (75%) of all limited partnership interests of the Partnership (collectively the "Limited Partners") (the General Partners and the Limited Partners are hereinafter collectively referred to herein as the "Partners").

WHEREAS, the General Partners formed the Partnership, by filing a Certificate and Agreement of Limited Partnership with the office of the Florida Department of State on May 9, 1985, as subsequently amended August 21, 1985, and July 25, 1986 (collectively, the "Partnership Agreement"); and

WHEREAS, pursuant to the terms of Article IX, Section 9.1, unless action of the Partnership is taken, the Partnership shall be dissolved on December 31, 2015; and

WHEREAS, the Partnership is the obligor under a Commercial Promissory Note dated January 30, 2009, as amended (the "Mortgage Loan"), having a maturity date of approximately February 1, 2029; and

WHEREAS, the termination and dissolution of the Partnership is an event of default under the Mortgage Loan which could have unforeseeable negative and adverse effects on the Partnership and all of the Partners, unless definitive action is taken to extend the termination date of the Partnership; and

WHEREAS, the limitation on the power and authority of the General Partners to amend the Partnership Agreement set forth in Section 11.3 of the Partnership Agreement does not extend to or limit amendments of the Partnership Agreement which protect the interests of the Partners, and

WHEREAS, Section 11.1 permits the amendment to the Partnership Agreement upon the approval of more than seventy-five percent (75%) of the Partnership units (the "Units") outstanding; and

WHEREAS, the General Partners by themselves, and under irrevocable powers of attorney on behalf of the Limited Partners, hold in excess of seventy-nine percent (79%) of the Units in the Partnership

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NOW, THEREFORE, in consideration of mutual covenants, promises and agreement of the General Partners, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the General Partners desire to amend the Partnership Agreement as follows:

1. Recitals. The recitals set forth above are incorporated herein by reference and made a material part of this Amendment to the Partnership Agreement.

2. Definition of Terms. The capitalized terms not otherwise defined herein shall have the same meaning ascribed to them in the Partnership Agreement.

3. Amendment. Pursuant to the authority reserved to the General Partners under the Partnership Agreement, and delegated to the General Partners by the Limited Partners, the introductory paragraph of Article IX, Section 9.1, of the Partnership Agreement is hereby amended and restated to read as follows:

"9.1 The Partnership shall be dissolved on December 31, 2020; provided, however, that the Partnership shall be dissolved upon the earlier occurrence of any of the following events:"

4. Continuing Effect. Except as modified by this Amendment, the Partnership Agreement shall remain in full force and effect.

5. Counterpart Execution. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same instrument. The signature of a party to any counterpart shall be deemed a signature to, and may be appended to, any other counterpart, facsimile or electronically transmitted signature pages and will be treated as originals.

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Signed in the Presence of:

Print Name:

Print Name:

GENERAL PARTNERS, individually and on behalf of the Limited Partners described on Schedule A attached hereto,

LEE D. WEDEKIND, JR.

STATE OF Florida
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 23 day of July, 2015, by Lee D. Wedekind, Jr., as General Partner of Albany Place, '85 Ltd, a Florida limited partnership (the "Partnership"), individually and on behalf of the Limited Partners of the Partnership. He is personally known to me ☒ or ☐ has produced a valid driver's license as identification.



Notary Public, State of

Name:

My Commission Expires:

My Commission Number is:

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Signed in the Presence of:

Alida V. Howell
Print Name: Alida V. Howell

Sally A. Gaddy
Print Name: Sally A. Gaddy

GENERAL PARTNERS, individually and on behalf of the Limited Partners described on Schedule A attached hereto,

LLOYD SMITH, III AND ASSOCIATES, INC.,
a Florida corporation

By: *[Signature]*
Lloyd Smith, III, President

STATE OF Florida
COUNTY OF Nassau

The foregoing instrument was acknowledged before me this 28th day of July, 2015, by Lloyd Smith, III, as President of Lloyd Smith, III and Association, Inc., as General Partner of Albany Place, '85 Ltd, a Florida limited partnership (the "Partnership"), and on behalf of the Limited Partners of the Partnership. He is personally known to me ☐ or ☐ has produced a valid driver's license as identification.

Sally A. Gaddy
Notary Public, State of _____
Name: _____
My Commission Expires: _____
My Commission Number is: _____



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SCHEDULE "A"

GENERAL AND LIMITED PARTNERS

Partners Name and Address	Percentage Interests / Units
C. Lloyd Smith, III 12 Sea Marsh Cove Amelia Island, FL 32034	2.0%
Lee D. Wadsworth, Jr. 4541 Apache Avenue Jacksonville, FL 32210	2.0%
Lloyd Smith, III & Associates, Inc. 12 Sea Marsh Cove Amelia Island, FL 32034	2.0%
Jan Adams Andrews 4143 Sherwood Road Jacksonville, FL 32210	1.692%
Jamea H. Andrews, Jr. Revocable Living Trust 10910 SW Candlewood Road Fort St. Lucie, FL 34907	2.82%
William B. Andrews, Jr. 1471 Belvedere Avenue Jacksonville, FL 32205	1.128%
Lloyd T. Aabury	1.88%
William E. and Christina H. Bryan, Jr. 2006 Sunrise Drive	1.128%

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Fernandina Beach, FL 32034	
Harold H. Catlin 1686 Shadowlawn Drive Jacksonville, FL 32205	1.128%
Wilke S. Colyer 945 E. Paces Ferry Road Suite 1250 Atlanta, GA 30326	1.128%
Mary S. Crumpton 1000 Vicars Landing Way Apt F102 Ponte Vedra Beach, FL 32082	2.256%
John H. Donaldson, III 1083 Dunroven Drive, NE Atlanta, GA 30342	1.128%
Patricia E. Davis c/o Whitney Eddings Ward 3735 Ponce DeLeon Jacksonville, FL 32217	1.128%
Jack L. Sharp 629 Meadowcrest Highland Village, TX 75067	2.256%
Michael K. Grogan 8184 Seven Mile Drive Ponte Vedra Beach, FL 32082	1.128%
Young E. Hall, Jr. 59 Ponte Vedra Boulevard Ponte Vedra Beach, FL 32082	1.128%
Rogers B. Holmes, Jr.	1.128%

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5588 Fairlane Drive Jacksonville, FL 32244	
Mr. and Mrs. Duke C. Horner 92 San Juan Drive Ponte Vedra Beach, FL 32082	1.128%
Jack Hurston 1461 Highland Place The Villages, FL 32162	1.128%
H. Blake Jackson 5303 Ortega Boulevard Apt. 106 Jacksonville, FL 32210	1.128%
Curt B. Jamison 488 Ivy Park Lane Atlanta, GA 30342	1.128%
Mary G. Johnson 1122 Marco Plaza Jacksonville, FL 32207	1.128%
Albert D. Kisting 586 Canyon Point Road Las Cruces, New Mexico 88011	1.128%
Albert C. Kocourak 11905 Sarah Road, #04-288 Laredo, TX 78045	1.41%
Connie A. Burns 3025 Fineburg Court Wake Forest, NC 27587	1.88%
Ernest A. Kopp, Jr.	1.128%

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c/o Richard Kopp 3720 Pine Cone Road Melbourne, FL 32934	
J. T. Lane, Jr. 6230 Highland Court Ponte Vedra Beach, FL 32082	1.128%
Christine V. Lane 5074 Charlemagne Road Jacksonville, FL 32210	.564%
Brooke D. Lane 6230 Highland Court Ponte Vedra Beach, FL 32034	.564%
J. T. Lane, III 6230 Highland Court Ponte Vedra Beach, FL 32082	.564%
O. Sam Latiff 1301 S. First Street, Unit 407 Jacksonville Beach, FL 32250	.564%
Carl B. Loop 3530 Silvery Lane Jacksonville, FL 32217	1.128%
Richard S. Ludlow 46 Village Walk Drive Ponte Vedra Beach, FL 32082	1.128%
Barbara S. Mantooth 3318 Sunnyside Drive Jacksonville, FL 32207	1.128%
George A. McBride Revocable Living Trust dated 6/21/2000 5515 Ogden Road Bethesda, Maryland 20816	1.882%
David S. McGhee 7008 Epping Forest Terrace Jacksonville, FL 32217	1.128%

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F. Sutton McGhee, Jr. Trust 4329 Great Oaks Lane Jacksonville, FL 32207	1.128%
W. A. McGuff, III 8702 Linford Lane Jacksonville, FL 32217	1.128%
Hugh M. McIlwain, Jr. 4321 DaVinci Avenue Jacksonville, FL 32210	.584%
Douglas W. McNeil 1112 Plantation Circle Ponte Vedra Beach, FL 32082	1.128%
James R. Menard 3767 Waterside Drive Orange Park, FL 32073	2.256%
W. F. Morris 7530 Old Nursery Road MacClenny, FL 32063	1.128%
Reba C. Reid 1464 Herrington Park Drive Jacksonville, FL 32225	1.598%
The Jeannette Rodolil Living Trust 4826 Avon Lane Jacksonville, FL 32210	1.128%
William E. Scheu 2870 St. Johns Avenue, #8G Jacksonville, FL 32205	1.128%
Lorraine Scruby 1640 Players Club Drive Orange Park, FL 32003	1.128%
Shirle Family Revocable Trust 2321 Limrick Court Middleburg, FL 32061	1.128%
Nancy C. Smith	1.802%

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12 Sea Marsh Cove Amelia Island, FL 32034	
Lloyd Smith, III & Associates, Inc. 12 Sea Marsh Cove Amelia Island, FL 32034	1.766%
Walter S. Smithwick, III 4706 Prince Edward Road Jacksonville, FL 32210	1.128%
Douglas W. Speed 21 Otter Creek Drive Ponte Vedra Beach, FL 32082	1.128%
Robert E. and Marsha A. Tillman 2723 Henley Road Green Cove Springs, FL 32043	1.128%
Robert L. Vanden 164 Cloverleaf Avenue San Antonio, TX 78209	1.128%
John E. Watson 3415 Croaker Drive Hernando Beach, FL 34607	.564%
Linda J. Watson 8767 Southside Boulevard, Apt. 3803 Jacksonville, FL 32256	.564%
Lee D. Wedekind, Jr. 4841 Apache Avenue Jacksonville, FL 32210	1.41%
Lee D. Wedekind, Jr. 4841 Apache Avenue Jacksonville, FL 32210	2.256%
Hugh Wells White Martial Trust 6007 West Shore Road Orange Park, FL 32073	1.128%
Larry C. Williams 484 Ivy Park Lane NE	1.128%

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Atlanta, GA 30312	
Edwin B. Woodward 4480 Jett Road NW Atlanta, GA 30327	1.128%
Diann Cadin 8400 Water Oak Lane, #106 Jacksonville, FL 32210	1.692%
TOTAL	78.132%

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