

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

A20129

Baker Investments
LTD.

700002356357-3
-11/25/97-51028-023
****105.00 ****105.00

FILED
NOV 20 AM 11:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- ☒ Art. of Amend. File LTD
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC I or 3 File
- UCC II Search
- UCC II Retrieval
- Courier

G. TAX 52.50
FILING 52.50
R. AGENT FEE 52.50
C. COPY 105.00
TOTAL
N. BANK
BALANCE DUE
REFUND

11/20/97

Signature

Requested by: CS

11/20 10:05

Name Date Time
Walk-In Will Pick Up

RECEIVED
97 NOV 20 AM 10:26
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ELEVENTH AMENDMENT TO
CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

BAKER INVESTMENTS, LTD., a Florida Limited Partnership with its Certificate and Agreement of Limited Partnership filed on June 11, 1985 in the office of the Department of State and its First Amendment to Certificate and Agreement of Limited Partnership filed on June 24, 1986 in the office of the Department of State, and its Second Amendment to Certificate and Agreement of Limited Partnership filed on November 24, 1987, and its Third Amendment to Certificate and Agreement of Limited Partnership dated February 3, 1988 filed on February 12, 1988 and its Fourth Amendment to Certificate and Agreement of Limited Partnership dated December 6, 1988, filed on December 30, 1988, and its Fifth Amendment to certificate and Agreement of Limited Partnership dated December 14, 1990, filed on December 28, 1990, and its Sixth Amendment to Certificate and Agreement of Limited Partnership dated December 10, 1993, filed on December 30, 1993, and its Seventh Amendment to Certificate and Agreement of Limited Partnership dated December 2, 1994, filed on December 30, 1994, and its Eighth Amendment to Certificate and Agreement of Limited Partnership dated December 12, 1995, filed December 27, 1995, and its Ninth Amendment to Certificate and Agreement of Limited Partnership dated February 12, 1996, filed April 8, 1996, and its Tenth Amendment to Certificate and Agreement of Limited Partnership dated January 2, 1997, filed January 27, 1997, hereby amends its Certificate and Agreement of Limited Partnership as follows:

1. This Eleventh Amendment is filed to record the death of Thompson S. Baker on February 24, 1997. Effective June 11, 1985, Thompson S. Baker, as Seller, sold for a consideration of \$1,520,051, which consideration has been fully paid, to Thompson S. Baker, Edward L. Baker and SunTrust Bank, North Florida, N.A., Trustees under Agreement dated April 30, 1965, with Cynthia L'Engle Baker as Settlor (the "Cynthia L'Engle Baker Trust"), as Buyer, the remainder interest in 40,000 limited partnership units, retaining a life estate (measured by the life of Sarah B. Baker, whose date of birth is December 29, 1914 and who was the wife and is the surviving spouse of Thompson S. Baker) held by Thompson S. Baker and transferred by him to Thompson S. Baker, Trustee under the Thompson S. Baker Amended and Restated Living Trust Agreement (the "Thompson S. Baker Living Trust"). The Thompson S. Baker Living Trust was revocable by Thompson S. Baker until his death. In accordance with the terms of each of the Cynthia L'Engle Baker Trust and the Thompson S. Baker Living Trust, SunTrust Bank, North Florida, N.A. and Edward L. Baker have continued as Trustees after the death of Thompson S. Baker and John D. Baker, II has succeeded to the office as a Trustee of each such trust.

2. Exhibit "A" of the Certificate and Agreement of Limited Partnership is amended in its entirety to read as Revised Exhibit "A" February 24, 1997, attached hereto and by this reference made a part hereof.

3. In all other respects, the Certificate and Agreement of limited Partnership of **BAKER INVESTMENTS, LTD.** is hereby confirmed and ratified.

The foregoing Eleventh Amendment to Certificate and Agreement of Limited Partnership is hereby adopted by all of the members of the Limited Partnership to be effective as of February 24, 1997 when this Amendment is filed for record in the Office of the Department of State.

The foregoing Eleventh Amendment to Certificate and Agreement of Limited Partnership is hereby adopted by all of the members of the Limited Partnership to be effective as of February 24, 1997 when this Amendment is filed for record in the Office of the Department of State.

IN WITNESS WHEREOF, this Amendment to Certificate and Agreement of Limited Partnership has been executed and sworn to as of the date first above written.

Signed, sealed and delivered
in the presence of:

Irudie Mitchell

Judy B. Greisig
As to Edward L. Baker

Shelia Whiting

Robin C. Willoughby
As to John D. Baker, II

GENERAL PARTNERS:

Edward L. Baker
Edward L. Baker

John D. Baker II
John D. Baker, II

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TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

SunTrust Bank, North Florida, N.A.

By: [Signature]
Its Vice President & Trust Officer

Letty S. Price
Jon R. Gault
As to SunTrust Bank, North Florida,

Irudie Mitchell

Judy B. Greisig
As to Edward L. Baker

Shelia Whiting

Robin C. Willoughby
As to John D. Baker, II

Edward L. Baker
Edward L. Baker

John D. Baker II
John D. Baker, II

Trustees of the Thompson S. Baker Living
Trust

Sally S Price
John R. Daulbach
 As to SunTrust Bank, North Florida,
Erudie Mitchell
Judy B. Greisig
 As to Edward L. Baker
Shelia Whitely
Robin C. Willoughby
 As to John D. Baker, II

SunTrust Bank, North Florida, N.A.

By: [Signature]
 Its: President & Trust Officer

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Edward L. Baker
 Edward L. Baker

John D. Baker II
 John D. Baker, II

Trustees U/A/D April 30, 1965, with Cynthia L. Baker as Settlor

SPECIAL LIMITED PARTNERS:

SunTrust Bank, North Florida, N.A.

By: [Signature]
 Its: President & Trust Officer

Edward L. Baker
 Edward L. Baker

Sally S Price
John R. Daulbach
 As to SunTrust Bank, North Florida,
Erudie Mitchell
Judy B. Greisig
 As to Edward L. Baker

Shelia Whiting
Robin C. Wiloughby
As to John D. Baker, II

John D. Baker II
John D. Baker, II

Trustees of the Thompson S. Baker Living Trust

SunTrust Bank, North Florida, N.A.

By: [Signature]
Its President & Chief Officer

Setty's Price
John K. Deal
As to SunTrust Bank, North Florida, N.A.

Judie Mitchell
Judy Gneisig
As to Edward L. Baker

Shelia Whiting
Robin C. Wiloughby
As to John D. Baker, II

Edward L. Baker
Edward L. Baker

John D. Baker II
John D. Baker, II

Trustees U/A/D April 30, 1965, with
Cynthia L. Baker as Settlor

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TALLAHASSEE
FLORIDA

EXHIBIT A

GENERAL PARTNERS

<u>Name</u>	<u>Property Contributed</u>	<u>Number of General Partnership Units</u>
John D. Baker, II	Cash in the amount of \$447.61 and 15,686 shares of common stock of Florida Rock Industries, Inc., having a total value of \$480,000	4,800
Edward L. Baker	Cash in the amount of \$447.61 and 15,686 shares of common stock of Florida Rock Industries, Inc., having a total value of \$480,000	4,800

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

LIMITED PARTNERS

<u>Name</u>	<u>Property Contributed</u>	<u>Number of Limited Partnership Units</u>
SunTrust Bank, North Florida, N.A., Edward L. Baker and John D. Baker, II, Trustees of the Thompson S. Baker Living Trust, holding a life estate measured by the life of Sarah B. Baker, and SunTrust Bank, North Florida, N.A., Edward L. Baker and John D. Baker, II, Trustees U/A/D April 30, 1965 with Cynthia L. Baker as Settlor, having the remainder interest	Cash in the amount of \$20.66 and 130,838 shares of common stock of Florida Rock Industries, Inc. having an agreed upon value of \$4,000,000	40,000

SunTrust Bank, North
Florida, N.A., Edward L.
Baker and John D. Baker,
II, Trustees U/A/D April
30, 1965 with Cynthia L.
Baker as Settlor

Cash in the amount of
\$553.89 and 294,696 shares
of common stock of Florida
Rock Industries, Inc. having
an agreed upon value of
\$9,010,000

90,100

SPECIAL LIMITED PARTNERS

<u>Name</u>	<u>Property Contributed</u>	<u>Number of Special Partnership Units</u>
SunTrust Bank, North Florida, N.A., Edward L. Baker and John D. Baker, II, Trustees of the Thompson S. Baker Living Trust	Cash in the amount of \$184.01 and 551,479 shares of common stock of Florida Rock Industries, Inc. having an agreed upon value of \$16,860,000 less 97,594 shares shares withdrawn having a value at the time of withdrawal of \$2,298,264.8930	146,286.7486
SunTrust Bank, North Florida, N.A., Edward L. Baker and John D. Baker, II, Trustees U/A/D April 30, 1965 with Cynthia L. Baker as Settlor	Cash in the amount of \$5.27 and 81,774 shares of common stock of Florida Rock Industries, Inc. having an agreed upon value of \$2,500,000	25,000

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