

A22552

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

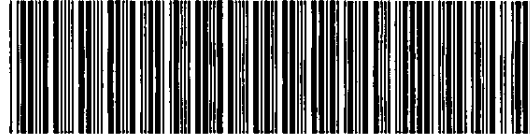
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 13 2016
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Burton Farm, Ltd. (formerly known as CBL, LTD.)
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:

James C. Landers

Contact Person

Burton Farm, Ltd.

Firm/Company

1114 Stillwood Drive, NE

Address

Atlanta, Georgia 30306

City, State and Zip Code

jimlanders@bellsouth.net

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

For further information concerning this matter, please call:

James C. Landers

Name of Contact Person

at (770)

312-7833

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

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SECRETARY OF STATE
TALLAHASSEE, FL 32314

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

Burton Farm, Ltd. (formerly known as CBL, LTD.)

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 05/14/1986, assigned Florida document number A22552, 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)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

If Changing Registered Agent, Signature of New Registered Agent

D. If amending the general partner(s), enter the name and business address of each general partner being added or removed from our records:

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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E. If the limited partnership or limited liability limited partnership is amending its "limited liability limited partnership" status, enter change here:

- ☐ This Limited Partnership hereby elects to be a "Limited Liability Limited Partnership."
- ☐ This Limited Partnership hereby removes its "Limited Liability Limited Partnership" status.

(NOTE: If adding or removing "limited liability limited partnership" status, all general partners must sign this amendment.)


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

The Amendments are attached hereto as Exhibit A and incorporated herein
by this reference.

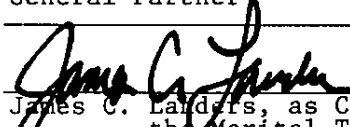
Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

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.)



Carolyn B. Landers, as Co-Trustee of
the Marital Trust created under Article
Third of The Woodfin M. Landers Living
Revocable Trust dated April 28, 1994,
General Partner



James C. Landers, as Co-Trustee of
the Marital Trust created
under Article Third of The
Woodfin M. Landers Living Revocable
Trust dated April 28, 1994, General
Partner

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

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

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TALLAHASSEE, FLORIDA

**FOURTH AMENDMENT TO CERTIFICATE AND AGREEMENT
OF
LIMITED PARTNERSHIP OF BURTON FARM, LTD.**

This Fourth Amendment dated June 21, 2014, (this "**Amendment**") to the Certificate and Agreement of Limited Partnership of CBL, LTD., dated May 13, 1986, and First Amendment thereto dated August 8, 1986, Second Amendment thereto dated August 1, 2006 and Third Amendment thereto dated January 17, 2012, previously recorded in the office of the Secretary of State of Florida under document number A22552 and previously recorded in Book 3503, Pages 0960-0983 and Book 3525, Pages 1263-1266 and Book ____, Pages ____ - ____ of the office of the Registrar of Deeds of Guilford County, North Carolina (the "**Certificate and Agreement of Limited Partnership**"), is sworn to and executed and sealed by all of the General and Limited Partners of Burton Farm, Ltd. (formerly known as CBL, LTD.), a Florida limited partnership.

I.

The name of the limited partnership is "**Burton Farm, Ltd.**"

II.

The date of filing of the original certificate of limited partnership was May 14, 1986, under document number A22552.

III.

The address of the office and principal place of business of the limited partnership, and the mailing address of the limited partnership, is 6001 Pelican Bay Boulevard, Suite 406, Naples, Florida 34108.

IV.

The name of the agent of the limited partnership for services of process is Carolyn B. Landers and the address of such agent is 6001 Pelican Bay Boulevard, Suite 406, Naples, Florida 34108.

V.

The amendments, changes, actions and other matters related to the Certificate and Agreement of Limited Partnership are as follows:

A. All of the General and Limited Partners hereby amend and change Section 2.1 of the Certificate and Agreement of Limited Partnership by deleting that section in its entirety and inserting in its place the following new Section 2.1:

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TALLAHASSEE, FLORIDA

"2.1 The name of the Limited Partnership shall be "**Burton Farm, Ltd.**" (hereinafter referred to as the "**Partnership**"). The business of the Partnership may be conducted under any name chosen by the General Partner."

B. All of the General and Limited Partners hereby amend and change Section 9.3 of the Certificate and Agreement of Limited Partnership by deleting that section in its entirety and inserting in its place the following new Section 9.3:

"9.3 Notwithstanding anything contained in Section 9.2 to the contrary, a Partner may:

(a) Transfer or dispose of his or her interest herein by will or intestacy to any Family Member (who is sui juris) or to a trust for the primary benefit of a Family Member or to a custodian for a Family Member;

(b) Transfer or dispose of his or her interest herein by gift to any Family Member (who is sui juris) or to a trust for the primary benefit of a Family Member or to a custodian for a Family Member; and

(c) Transfer or dispose of his, her or its interest herein by sale, exchange, transfer, assignment or other disposition to any Family Member or to a trust for the primary benefit of a Family Member or to a custodian for a Family Member.

For purposes of this section, the term "**Family Member**" shall mean the Original Limited Partner and the children, grandchildren, great-grandchildren or more remote descendants of the Original Limited Partner now in life or to be born, natural or adopted."

C. As of the date of this Amendment, the total number of outstanding Units of the Burton Farm, Ltd., formerly known as CBL, LTD. (the "**Partnership**"), under the Certificate and Agreement of Limited Partnership are and continue to be Four Hundred Fifty (450).

D. (1) All of the General and Limited Partners of the Partnership hereby acknowledge and consent to the sale, transfer and assignment by Lisa Landers Clark to James C. Landers of Eighty-Eight (88) Units of Limited Partnership interest owned by Lisa Landers Clark ("**Assigned LP Interest**").

(2) All of the General and Limited Partners of the Partnership hereby consent to and agree that James C. Landers is hereby admitted as a substituted Limited Partner of the Partnership with respect to the Assigned LP Interest and that James C.

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TREASURY

Landers has all the rights and powers and is subject to all of the restrictions and liabilities related thereto.

(3) James C. Landers hereby accepts, adopts and approves all of the terms and provisions of the Certificate and Agreement of Limited Partnership, as amended and changed by this instrument, and assumes all obligations of the Assigned LP Interest assigned to him.

(4) James C. Landers hereby acknowledges that he has appointed the General Partner as his attorney-in-fact for the purposes set forth in Section 12.1 of the Certificate and Agreement of Limited Partnership.

E. The name, business and residence address, Units and Percentage Interest of the Partners, as of the date of this Amendment and after the transfer of the Assigned LP Interest, are as follows:

(1) Name of General Partner: Carolyn B. Landers and James C. Landers, as Co-Trustees of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994

Address of General Partner: 6001 Pelican Bay Boulevard, Suite 406, Naples, Florida 34108

Units Owned by General Partner: Eight (8)

Percentage Interest of General Partner: 1.7778%

(2) Name of Limited Partner: James C. Landers

Address of Limited Partner: 1114 Stillwood Drive, NE, Atlanta Georgia 30306

Units Owned by Limited Partner: Three Hundred Nine (309)

Percentage Interest of Limited Partner: 68.6667%

(3) Name of Limited Partner: Lisa Landers Clark

Address of Limited Partner: 19 Wesley Crossing, Savannah, Georgia 31411

Units Owned by Limited Partner: One Hundred Thirty-Three (133)

Percentage Interest of Limited Partner: 29.5555%

F. The latest date upon which the Partnership is to dissolve is December 31, 2050. The term for which the Partnership is to exist is the period that commences on

May 13, 1986, and ends on December 31, 2050. All of the General and Limited Partners of the Partnership hereby amend and change Section 4.1 and Section 10.3 of the Certificate and Agreement of Limited Partnership by deleting the date of "December 31, 2015", which appears in each of such sections by previous amendment and inserting in its place the date of "December 31, 2050".

VI.

This Amendment shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns, and shall be governed and construed in accordance with the laws of the State of Florida.

VII.

Except as amended herein, all provisions of the Certificate and Agreement of Limited Partnership are and shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being all of the General and Limited Partners of the Partnership, have sworn to and executed this Amendment.

General Partner:

Carolyn B. Landers
Carolyn B. Landers, as Co-Trustee of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, General Partner

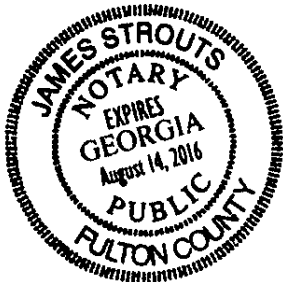
Sworn to and executed this 21st day of June, 2014, by Carolyn B. Landers, as Co-Trustee of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, General Partner, in the presence of:

Ken Zander
Witness

[Signature]
Notary Public

My Commission expires: 08-14-16

[Notary Seal]



Sworn to and executed this ____ day of _____, 2014, by James C. Landers, as Co-Trustee of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, General Partner, in the presence of:

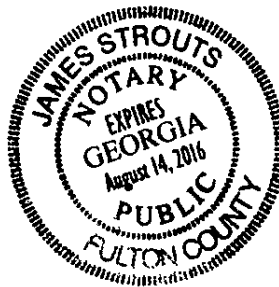
James C. Landers
Witness

James C. Landers
Notary Public

My Commission expires: 08-14-16.

[Notary Seal]

James C. Landers
James C. Landers, as Co-Trustee of the Marital Trust created under Article Third of The Woodfin M. Landers Living Revocable Trust dated April 28, 1994, General Partner



Limited Partners:

Sworn to and executed this ____ day of _____, 2014, by James C. Landers, Limited Partner, in the presence of:

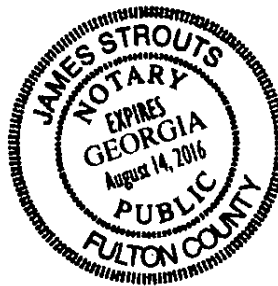
James C. Landers
Witness

James C. Landers
Notary Public

My Commission expires: 08-14-16.

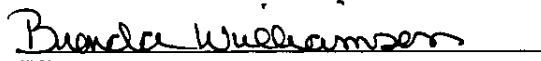
[Notary Seal]

James C. Landers
James C. Landers, Limited Partner



Sworn to and executed this 24 day of
June, 2014, by Lisa Landers Clark,
Limited Partner, in the presence of:


Lisa Landers Clark, Limited Partner


Witness


Notary Public

Angela G Page
Notary Public
My Commission Expires: June 2, 2015
Chatham County, GA

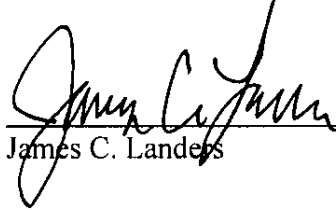
[Notary Seal]

CANCELLATION OF LISA'S INDEBTEDNESS

As part of the consideration paid by the undersigned to Lisa Landers Clark ("**Lisa**") pursuant to the Purchase and Sale Agreement dated the date hereof, the undersigned hereby cancels any obligation that Lisa has or may have to repay Ninety-One Thousand Six Hundred Dollars (\$91,600) in loans previously made by the undersigned to Lisa.

In Witness Whereof, the undersigned has executed and sealed this instrument on

6/21, 2014.

 [Seal]
James C. Landers