

A 23/61
Watson & Osborne, P.A.
attorneys at law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

REPLY TO:
3030 HARTLEY ROAD, SUITE 290

January 26, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000003590850--8
-01/29/01--01124--019
*****52.50 *****52.50

Re: Fifth Amendment to Southpoint Square II Limited Partnership

Dear Ladies or Gentlemen:

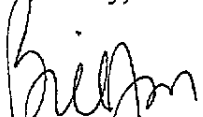
Enclosed please find for filing the original and one copy of the Fifth Amendment to Southpoint Square II Limited Partnership, along with a check in the amount of \$52.50, payable to the Secretary of State for the filing fee.

Please return the file stamped copy to my office in the self-addressed, stamped envelope provided for your use.

Thank you for your assistance.

If you have any questions, please do not hesitate to contact me.

Sincerely,


William J. Joos

WJJ/rja
Enclosures

F:\wp51docs\JOOS\REALESTA\Birch\Ltrs.wp

FILED
01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A 23/61
JR

**FIFTH AMENDMENT TO THE CERTIFICATE OF
LIMITED PARTNERSHIP OF SOUTHPPOINT SQUARE II, LTD.**

We, the undersigned, being all of the General Partners, and the Limited Partners of SOUTHPPOINT SQUARE II, LTD., executing this Fifth Amendment hereby amend the SOUTHPPOINT SQUARE II, LTD., Certificate of Limited Partnership as filed with the Department of State, State of Florida, on September 3, 1986, and as previously amended by that certain Amended Restated Limited Partnership Agreement filed with the Department of State, State of Florida on April 22, 1988, as amended by First Amendment to the Certificate of Limited Partnership of Southpoint Square II, Ltd., as filed with the Department of State, State of Florida, on May 11, 1990, the Second Amendment to the Certificate of Limited Partnership of Southpoint Square II, Ltd., as filed with the Department of State, State of Florida, on October 29, 1990 as amended by Third Amendment to the Certificate of Limited partnership of Southpoint Square II, as filed with the Department of State, State of Florida, on March 21, 1991, as amended by Fourth Amendment to the Certificate of Limited Partnership of Southpoint Square II, Ltd., as filed with the Department of State, State of Florida, on January 25, 1996, as follows:

1. Paragraph 6 of the Certificate as Amended restated Limited Partnership of Southpoint Square II, Ltd., is hereby amended to add the following as a Limited Partner:

Name	Address
Roberta C. Birch	3940 Alhambra Drive West Jacksonville, FL 32207

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01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Said Paragraph 6 is further amended to delete the following as a Limited Partner:

Name	Address
Gregory L. Birch	3940 Alhambra Drive West Jacksonville, FL 32207

Said Amendment has occurred because of the following circumstances:

Gregory L. Birch died in Jacksonville, Duval County, Florida, on December 1, 1995. On December 12, 1997, the Circuit Court for Duval County, Florida, in In Re: Estate of Gregory L. Birch, Case No. 97-2189-CP, Division CV-G, by Order of Summary Administration, distributed Gregory L Birch's 10% Limited Partnership Interest in Southpoint Square II, Ltd. To Michelle Gahring Birch, his surviving spouse and heir. On November 14, 1998, Roberta C. Birch, General Partner, by her attorney, James A. Bledsoe, Jr., with the concurrence of the other Limited Partners, communicated an offer to purchase the interest of Gregory L. Birch, Deceased, to Barry J. Fuller, attorney for Michelle Gahring Birch, in accordance with Paragraph 13 and 15 of this Partnership Agreement. The offer of Roberta C. Birch of \$8,645.00, was made pursuant to appraisal done for Roberta C. Birch and the remaining Limited Partners other than Michelle Gahring Birch, by Dan Edelman, CPA. Michelle Gahring Birch has failed to communicate a value for this Limited Partnership interest in the Partnership, after demand being made by James A. Bledsoe, Jr., on her attorney, Barry J. Fuller, on March 30, 1999. Therefor, according to Paragraph 15A of the Partnership Agreement: "In the event that one of the parties shall fail to select an appraiser within 15 days of the receipt of written request of the other Partners to do so, then the valuation of the appraisers selected by the other Partners shall be binding and conclusive upon all Partners. On April 30, 1999, Roberta C. Birch purchased the interest of Michelle Gahring Birch by delivering to Charles W. Grant, independent Trustee, a Compass Bank Official Check payable to Charles Grant as Trustee

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JUN 2 2000
CLERK OF COURT
JACKSONVILLE, FLORIDA

for Michelle Birch, in the amount of \$8,645.00, to be placed in an interest bearing account for the benefit of Michelle Birch, and by her attorney, James Bledsoe, Jr., so advised Barry J. Fuller, attorney for Michelle Birch, of this deposit for this Limited Partnership Interest, on May 3, 1999.

2. Paragraph 7 of the Certificate of Amended Restated Limited Partnership of SOUTHPOINT SQUARE II, LTD., is hereby amended to provide as follows:

"7. Profits and Losses. The net profits or net losses of the Partnership shall be credited or charged to the capital accounts of the Partners at the end of each fiscal year in the following ratios:

Roberta C. Birch	70.0%
Dr. Stephen Richard Birch and Alice Birch	20.0%
Robert A. Birch	<u>10.0%</u>
	100.0%

3. The undersigned, recognize and hereby confirm that Roberta C. Birch has acquired the ten percent (10%) interest in and to SOUTHPOINT SQUARE II, LTD., previously held by Gregory L. Birch, and do hereby consent to the acquisition of said 10% interest by Roberta C. Birch, as herein stated.

4. Roberta C. Birch, as Managing General Partner, Dr. Stephen Richard Birch, Alice Birch, and Robert A. Birch, all as Limited Partners, executing this amendment, hereby accept, consent to and confirm their agreement and adoption of the provisions of the Amended Restated Limited Partnership as amended by the First Amendment, the Second Amendment, the Third Amendment, the Fourth Amendment, and this Fifth Amendment to the Restated Limited Partnership Agreement, and agree to be bound by the terms hereof.

FILED
JAN 25 PM 5:00
RECORDING STATE
OF MISSISSIPPI

SCHEDULE "A"
TO THE LIMITED PARTNERSHIP AGREEMENT OF
SOUTHPOINT SQUARE II, LTD.

<u>NAME AND ADDRESS</u> <u>OF PARTNERS</u>	<u>INITIAL CAPITAL</u> <u>CONTRIBUTION</u>	<u>PERCENTAGE OF</u> <u>PARTNERSHIP INTEREST</u>
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GENERAL PARTNERS:

Roberta C. Birch 4110 Southpoint Boulevard, Suite 104 Jacksonville, Florida 32216	\$160,000.00	60.0%
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TOTAL GENERAL PARTNER'S INTEREST	60.0%
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LIMITED PARTNERS:

Dr. Stephen Richard Birch & Alice Birch 2324 Bath Street Santa Barbara, California 93111	\$ 80,000.00	20.0%
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Gregory L. Birch 3940 Alhambra Drive West Jacksonville, Florida 32207	\$ 40,000.00	00.0%
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Roberta C. Birch 3940 Alhambra Drive West Jacksonville, Florida 32207		10.0%
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Robert A. Birch 3940 Alhambra Drive West Jacksonville, Florida 32207	\$ 40,000.00	<u>10.0%</u>
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TOTAL LIMITED PARTNER'S INTEREST	40.0%
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FILED
01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, ROBERT A. BIRCH, as Limited Partner, has executed this FIFTH AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF SOUTHPOINT SQUARE II, LTD., in Jacksonville, Florida, dated as of this December 19 day of December, 2000.

Witnessed by:

Cathy Cook

Maura Tompkins
(as to Robert A. Birch)

Robert A. Birch
ROBERT A. BIRCH

(Limited Partner)

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, the undersigned Notary Public, this day personally appeared ROBERT A. BIRCH, known to me and known to be the person described in and who executed the foregoing instrument, and he acknowledged to me that he executed said instrument as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal, at Jacksonville, said County and State, this 19th day of DECEMBER, 2000.

Tracy S. Puleo
NOTARY PUBLIC

NOTARY PUBLIC - STATE OF FLORIDA
TRACY S. PULEO
COMMISSION # CC763204
EXPIRES 8/30/2002
BONDED THRU ASA 1-800-NOTARY

FILED
01 JAN 29 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, ROBERTA C. BIRCH, as General and Limited Partner, has executed this FIFTH AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF SOUTHPOINT SQUARE II, LTD., in Jacksonville, Florida, dated as of this 19th day of December, 2000.

Witnessed by:

Cathy Cook
Mauritson
(as to Roberta C. Birch)

Roberta C. Birch
ROBERTA C. BIRCH
(General Partner and Limited Partner)

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, the undersigned Notary Public, this day personally appeared ROBERTA C. BIRCH, known to me and known to be the person described in and who executed the foregoing instrument, and she acknowledged to me that she executed said instrument as her free act and deed for the purposes therein expressed.

WITNESS my hand and official seal, at Jacksonville, said County and State, this 19th day of DECEMBER, 2000.

Tracy S. Puleo
NOTARY PUBLIC

NOTARY PUBLIC - STATE OF FLORIDA
TRACY S. PULEO
COMMISSION # CC768204
EXPIRES 8/30/2002
BONDED THRU ASA 1-888-NOTARY1

FILED
01 JAN 29 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


IN WITNESS WHEREOF, Dr. Stephen Richard Birch and Alice Birch, as Limited Partners, has executed this FIFTH AMENDMENT TO THE CERTIFICATE OF LIMITED PARTNERSHIP OF SOUTHPPOINT SQUARE II, LTD., in Jacksonville, Florida, dated as of this 19th day of December, 2000.

Witnessed by:

(as to Dr. Stephen Richard Birch)

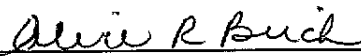
(as to Alice Birch)

STATE OF CALIFORNIA)
) SS
COUNTY OF SANTA BARBARA)



DR. STEPHEN RICHARD BIRCH

(Limited Partner)


ALICE BIRCH

(Limited Partner)

I HEREBY CERTIFY that before me, the undersigned Notary Public, this day personally appeared DR. STEPHEN RICHARD BIRCH, known to me and known to be the person described in and who executed the foregoing instrument, and he acknowledged to me that he executed said instrument as his free act and deed for the purposes therein expressed.

WITNESS my hand and official seal, at Santa Barbara, said County and State, this _____ day of _____, 2000.

See attached
NOTARY PUBLIC

STATE OF CALIFORNIA)
) SS
COUNTY OF SANTA BARBARA)

FILED
01 JAN 29 PM 5:00
SECRETARY OF STATE
TOLSON/STATE/TOLSON

I HEREBY CERTIFY that before me, the undersigned Notary Public, this day personally appeared ALICE BIRCH, known to me and known to be the person described in and who executed the foregoing instrument, and she acknowledged to me that she executed said instrument as her free act and deed for the purposes therein expressed.

WITNESS my hand and official seal, at Santa Barbara, said County and State, this _____ day of _____, 2000.

See attached
NOTARY PUBLIC

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

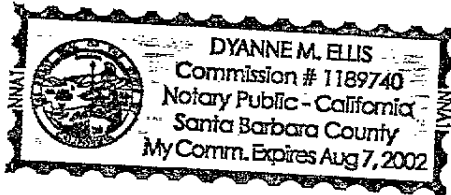
State of California

County of Santa Barbara } ss.

On Dec 19, 2000, before me, Dyanne Mellis Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Alice Birch
Name(s) of Signer(s)

- ☐ personally known to me
☒ proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Dyanne Mellis
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

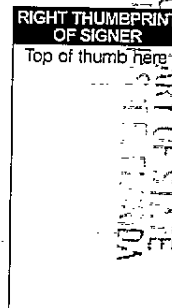
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____



FILED

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

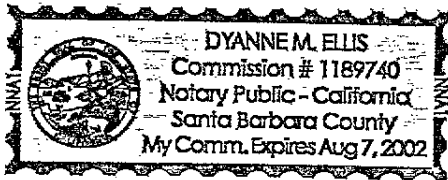
State of California

County of Santa Barbara } ss.

On Dec 19, 2000, before me, Dyanne M. Ellis Notary Public,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Stephen Richard Birch
Name(s) of Signer(s)

- ☐ personally known to me
☒ proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are
subscribed to the within instrument and
acknowledged to me that he/she/they executed
the same in his/her/their authorized
capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or
the entity upon behalf of which the person(s)
acted, executed the instrument.

WITNESS my hand and official seal.

Dyanne M. Ellis
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER

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