

A 24458

INDIGO GROUP

(Requestor's Name)

1530 Cornerston Blvd Suite 100

(P.O. Box 10809)

(Address)

Daytona Beach, FL 32120-

(Address)

0809

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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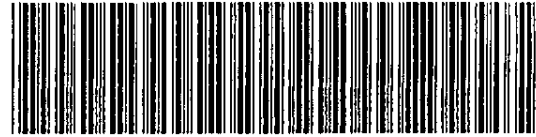
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



INDIGO GROUP INC. ... INDIGO GROUP LTD
1530 Cornerstone Blvd., Ste. 100 (32117) · P.O. Box 10809 · Daytona Beach, Florida 32120-0809
(386) 274-2202 · FAX (386) 274-1223
E-mail: CTLC@consolidatedtomoka.com

February 11, 2011

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Certificate of Amendment – Indigo Group Ltd.

To Whom It May Concern:

Enclosed, for recording, is an executed original Certificate of Amendment to Amended and Restated Certificate of Limited Partnership of Indigo Group Ltd. Our check in the amount of \$52.50 is also enclosed to cover the filing fees, as well as a self-addressed, stamped envelope for your convenience in returning the recorded document to me.

Thank you for your assistance in this matter. Please contact me if you have any questions or require additional information.

Sincerely,

Teresa J. Thornton-Hill
Corporate Counsel

Enclosures

Return to:

Teresa J. Thornton-Hill, Esquire
Indigo Group Ltd.
P.O. Box 10809
Daytona Beach, FL 32120-0809

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11 FEB 17 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF
INDIGO GROUP LTD.**

The Amended and Restated Certificate of Limited Partnership of **INDIGO GROUP LTD.** (originally filed on April 30, 1987 as The Charles Wayne Group Ltd.) which was filed with the Florida Department of State on February 15, 1994, as further amended by an Amendment to Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on January 27, 1997, as further amended by an Amendment to Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on January 10, 2000, as further amended by an Amendment to Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on March 7, 2005, as further amended by an Amendment to Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on January 22, 2008, is hereby further amended as set forth in Paragraph 3 below.


1. The name of the limited partnership is **INDIGO GROUP LTD.**
2. The date of filing of the Amended and Restated Certificate of Limited Partnership of Indigo Group Ltd. was February 15, 1994. The dates of filing of Amendments to the Amended and Restated Certificate of Limited Partnership of Indigo Group Ltd. were January 27, 1997, January 10, 2000, March 7, 2005, and January 22, 2008.
3. Paragraph 5 of the Amended and Restated Certificate of Limited Partnership of Indigo Group Ltd., as amended, is amended to read as follows:

“5. The latest date by which the limited partnership is to dissolve is April 30, 2014 (unless extended by agreement of all general and limited partners).”

This Amendment to the Amended and Restated Certificate of Limited Partnership has been duly executed as provided by law and is being filed in accordance with Section 620.109, Florida Statutes.

Executed at Daytona Beach, Florida, this 11th day of February, 2011, by the General Partner of the Limited Partnership.

INDIGO GROUP INC.,
a Florida corporation,
as General Partner

By: 
Bruce W. Teeters, President

**AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP
OF
INDIGO GROUP LTD.**

THIS AMENDMENT TO AGREEMENT OF LIMITED PARTNERSHIP (“Amendment”) is made as of this 14th day of February, 2011 by and between **INDIGO GROUP INC.**, a Florida corporation, the general partner (“IGI”), and **CONSOLIDATED-TOMOKA LAND CO.**, a Florida corporation, the limited partner (“CTLC”).

WHEREAS, IDI and CTLC and/or their predecessors in interest entered into that certain Agreement of Limited Partnership for The Charles Wayne Group Ltd. (now known as Indigo Group Ltd.) effective as of April 30, 1987 (“Agreement”);

WHEREAS, the limited partnership was formed by the filing of a Certificate of Limited Partnership with the Florida Department of State on April 30, 1987;

WHEREAS, an Amendment to Agreement of Limited Partnership was entered into on October 17, 1990;

WHEREAS, the limited partnership filed an Amended and Restated Certificate of Limited Partnership with the Florida Department of State on July 25, 1991 with an effective date of August 1, 1991;

WHEREAS, the limited partnership filed an Amended and Restated Certificate of Limited Partnership with the Florida Department of State on February 15, 1994;

WHEREAS, the limited partnership filed an Amendment to Amended and Restated Certificate of Limited Partnership with the Florida Department of State on January 27, 1997;

WHEREAS, the limited partnership filed an Amendment to Amended and Restated Certificate of Limited Partnership with the Florida Department of State on January 10, 2000;

WHEREAS, the limited partnership filed an Amendment to Amended and Restated Certificate of Limited Partnership with the Department of State on March 7, 2005;

WHEREAS, the limited partnership filed an Amendment to Amended and Restated Certificate of Limited Partnership with the Department of State on January 22, 2008; and,

WHEREAS, IGI and CTLC wish to extend the termination date of the limited partnership, which termination date was set forth in the Agreement and in the

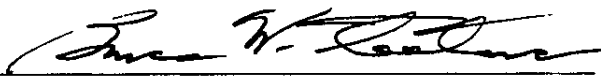
Amendment to Amended and Restated Certificate of Limited Partnership filed on January 22, 2008.

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, IGI and CTLC hereby agree as follows:

1. The above recitations are true and correct and are incorporated reference herein.
2. The limited partnership termination date as set forth in Paragraph 4 of the Agreement and as set forth in Paragraph 5 of the Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on February 15, 1994, as that Paragraph 5 was further amended by the Amendment to Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on January 27, 1997, by the Amendment to Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on January 10, 2000, and by the Amendment to Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on March 7, 2005, and by the Amendment to Amended and Restated Certificate of Limited Partnership filed with the Florida Department of State on January 22, 2008, is amended to state that the date of termination of the Agreement shall be April 30, 2014 (unless sooner terminated or extended as provided in the Agreement).
3. Except as amended by this Amendment, the Agreement as previously amended shall remain in full force and effect.

The parties have executed this Amendment as of the date first above written.

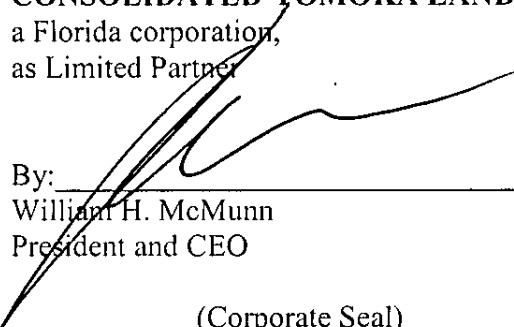
INDIGO GROUP INC.,
a Florida corporation,
as General Partner

By: 
Bruce W. Teeters
President

(Corporate Seal)

[LIMITED PARTNER SIGNATURE PAGE FOLLOWS]

CONSOLIDATED-TOMOKA LAND CO.,
a Florida corporation,
as Limited Partner

By: 

William H. McMunn
President and CEO

(Corporate Seal)