

A26479

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TALLAHASSEE, FLORIDA

J. BRYAN

MAY 24 2010

EXAMINER

LEWIS RICE

FINGERSH 1010 Walnut – Suite 500 Kansas City, Missouri 64106 t: 816-421-2500 f: 816-472-2500

Sharon Stiles,
Legal Assistant
816-472-2572
skstiles@lrf-kc.com

May 5, 2010

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RE: H.C. Jacksonville Limited Partnership, a Kansas limited partnership
(the "Partnership")**

Dear Sir or Madam:

Enclosed please find the Partnership's Cover Letter and Amendment to Certificate of Authority for Foreign Limited Partnership for filing, together with a certified copy of the Partnership's Amended and Restated Certificate of Limited Partnership from the State of Kansas along with a check for the filing fee.

Once the Partnership's amendment has been filed, please provide us with a file-stamped copy for our records.

Thank you for your assistance and please feel free to call should you have any question or comment.

Very truly yours,

LEWIS, RICE & FINGERSH, L.C.


Sharon Stiles,
Legal Assistant

/encls

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 12, 2010

SHARON STILES
LEWIS, RICE & FINGERSH, L.C.
1010 WALNUT, SUITE 500
KANSAS CITY, MO 64106

SUBJECT: H. C. JACKSONVILLE, LIMITED PARTNERSHIP
Ref. Number: A26479

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for H. C. JACKSONVILLE, LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 510A00011968

LEWIS RICE

F I N G E R S H 1010 Walnut – Suite 500 Kansas City, Missouri 64106 t: 816-421-2500 f: 816-472-2500

Sharon Stiles,
Legal Assistant
816-472-2572
skstiles@lrf-kc.com

May 20, 2010

Florida Department of State
Registration Section/Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: H.C. Jacksonville Limited Partnership (the “Partnership”)
and DeHardt Management, LLC (the “Company”)**

Dear Sir or Madam:

Pursuant to your correspondence of May 12 (copy enclosed), we are herewith re-submitting, for filing, the enclosed Partnership’s Cover Letter and Amendment to Certificate of Authority for Foreign Limited Partnership, together with a certified copy of the Partnership’s Amended and Restated Certificate of Limited Partnership from the State of Kansas. A check for the Partnership’s filing was previously submitted and not returned.

You will additionally find enclosed, for filing, the Company’s Cover Letter, Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Certificate of Designation of Registered Agent and Certificate of Good Standing with related verification, along with a check for the filing fee.

Once the Partnership’s amendment and the Company’s foreign registration application have been filed, please provide us with a file-stamped copy for our records.

Thank you for your assistance. Please feel free to call should you have any question or comment.

Very truly yours,
LEWIS, RICE & FINGERSH, L.C.


Sharon Stiles,
Legal Assistant

/encls.

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: H.C. Jacksonville Limited Partnership
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Sharon Stiles
Contact Person

Lewis, Rice & Fingersh, L.C.
Firm/Company

1010 Walnut, Suite 500
Address

Kansas City, Missouri 64106
City, State and Zip Code

skstiles@lrf-kc.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sharon Stiles at (816) 421-2500
Name of Contact Person 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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 TALLAHASSEE, FLORIDA

6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

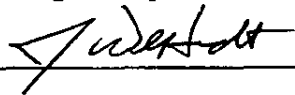
8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

- The entity elects to be a limited liability limited partnership.
- The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. 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 of a general partner: DeHardt Management, LLC



Typed or printed name:

John DeHardt, Manager

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

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TALLAHASSEE, FLORIDA

163-691-9

**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
H.C. JACKSONVILLE LIMITED PARTNERSHIP**

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SECRETARY OF STATE

THE UNDERSIGNED, being the sole General Partner of H.C. Jacksonville Limited Partnership, a Kansas limited partnership (the "Limited Partnership"), for the purpose of amending and restating the Limited Partnership's Certificate of Limited Partnership pursuant to K.S.A. 56-1a160 hereby states as follows:

FIRST: The name of the Limited Partnership is H.C. Jacksonville Limited Partnership.

SECOND: The Limited Partnership's original Certificate of Limited Partnership was filed with the Kansas Secretary of State on May 23, 1988.

THIRD: The address of the registered office of the Limited Partnership in the State of Kansas, and the name of the resident agent at such address for service of process required to be maintained by K.S.A. 56-1a104 and amendments thereto is as follows:

Dan Jensen
8505 Reinhardt Lane
Leawood, Kansas 66206

FOURTH: The name and business address of the Limited Partnership's General Partner are as follows:

DeHardt Management, LLC
c/o KHC, Inc.
2600 Grand Boulevard, Suite 700
Kansas City, Missouri 64108

FIFTH: The latest date upon which the Limited Partnership is to dissolve is December 31, 2038.

SIXTH: The Limited Partnership reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Limited Partnership, in the manner now or hereafter prescribed by the Kansas Revised Uniform Limited Partnership Act.

SEVENTH: This Amended and Restated Certificate of Limited Partnership was duly executed and is being filed in accordance with K.S.A. 56-1a160.

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TALLAHASSEE, FLORIDA

EIGHTH: This Amended and Restated Certificate of Limited Partnership shall be effective upon the filing hereof with the office of the Secretary of State of Kansas.

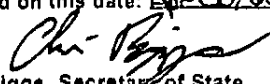

IN WITNESS WHEREOF, the undersigned being the General Partner hereinbefore named, has executed this Amended and Restated Certificate of Limited Partnership on this 3rd day of Dec., 2009.

DEHARDT MANAGEMENT, LLC, a
Missouri limited liability company

By: 
John DeHardt, Manager

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TALLAHASSEE, FLORIDA

I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: Dec 30, 2010


Chris Biggs, Secretary of State