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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 30 2013

J. BRYAN

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Commonwealth Association, 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:

Owen Goodwyne
Contact Person

Goodwyne & Roberts, P.A.
Firm/Company

2639 N. MONROE ST B-103
Address

TALLA FL 32303
City, State and Zip Code

Ogoodwyne@comcast.net
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Owen Goodwyne at (850) 508-7799
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

**RESTATED AND AMENDED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
COMMONWEALTH ASSOCIATES, LTD.**

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SECRETARY OF STATE

This Agreement restates and amends the original Certificate filed January 23, 1992 and is made this 16th day of July, 2013, between **OWEN GOODWYNE** ("General Partner") who is the successor to Wilson W. Wright who succeeded Michael Egan, the original General Partner, and **MARY JO ROBERTS on behalf of her INDIVIDUAL RETIREMENT ACCOUNT** ("Limited Partner"), which is the successor to William J. Roberts on behalf of his Individual Retirement Account, which succeeded William J. Roberts, individually, who died on June 15, 2012.

Please see the attached executed withdrawal of **WILSON W. WRIGHT** as General Partner and as Registered Agent.

W I T N E S S E T H:

ARTICLE I
FORMATION OF PARTNERSHIP

The parties agree to enter into this partnership to be formed under Chapter 620, Florida Statutes, which shall govern the rights and liabilities of the parties except as expressed below.

ARTICLE II
NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The business of the partnership shall be conducted under the name of **COMMONWEALTH ASSOCIATES, LTD.** The principal office and the address of the General Partner and Registered Agent for service of process shall be 1924 Temple Drive, Tallahassee, Florida 32303. The mailing address is 1924 Temple Drive, Tallahassee, Florida 32303.

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ARTICLE III
NATURE OF BUSINESS

1. The purpose of the limited partnership is to do all things authorized by the partnership agreement and by Chapter 620, Florida Statutes, which include but are not limited to:

A. To purchase the assets of any person, firm, or corporation and engage in the same or other character of the business;

B. To enter into, make, and perform contracts for any lawful purpose pertaining to the business of the Partnership without limit as to amount, with any person, firm, syndicate, association, corporation, or governmental entity, domestic or foreign;

C. To exercise all the powers of like partnerships confirmed by the laws of the State of Florida. The purposes listed above shall not limit or restrict this Partnership.

2. The General Partner has the power to transfer to an Individual Retirement Account at a qualified institution.

ARTICLE IV
NAME, ADDRESS, AND CONTRIBUTION OF GENERAL PARTNER

The name and address of the General Partner is:

Owen Goodwyne
1924 Temple Drive
Tallahassee, FL 32303

The General Partner shall make no capital contribution to the partnership. The Limited Partner shall contribute assets in excess of \$100,000 to the limited partnership.

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ARTICLE V
OWNERSHIP

The General Partner shall own one (1) percent of the Partnership assets and be entitled to one (1) percent of all distributions. The Limited Partner shall own ninety-nine (99) percent of the Partnership assets and be entitled to ninety-nine (99) percent of all distributions.

ARTICLE VI
TERM

This Limited Partnership shall exist in perpetuity.

ARTICLE VII
RIGHTS AND OBLIGATION OF GENERAL PARTNER

1. The General Partner shall have complete discretion in the management and control of the affairs of the Partnership and shall make all decisions affecting Partnership affairs unless otherwise provided in this Agreement.
2. The General Partner shall manage and control the affairs of the Partnership to the best of his ability and use his best efforts to carry out the purpose of the Partnership.
3. The General Partner:
 - A. shall maintain at the expense of the Partnership complete and accurate records of all rights and interests acquired or disposed of by the Partnership, all correspondence relating to Partnership business, and records of all statements, bills and other instruments furnished the Partnership in connection with its business. The records shall be kept in the principal office for the periods customary in business. The Limited Partner shall have free access to all records at any time.

B. shall maintain at the expense of the Partnership adequate records and accounts of all operations and expenditures and furnish the Limited Partner an annual profit and loss statement and report information necessary for the Limited Partners' income tax returns.

C. may purchase at the expense of the Partnership liability, hazard, and other insurance to protect the Partnership properties and business.

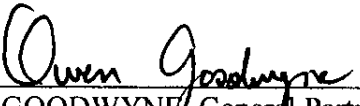
D. may execute all documents or instruments which he deems appropriate in carrying out the purposes of the Limited Partnership.

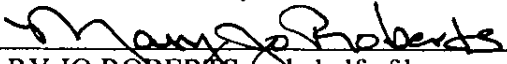
E. may borrow money from individuals and lending institutions for Partnership purposes, and pledge or mortgage properties of the Limited Partnership as security for the loans

F. may place partnership interest in Individual Retirement Account on behalf of Limited Partner.

G. The General Partner shall not be personally liable for any loss or other diminution of partnership assets and shall not be liable for any claims, judgments or other obligations relating to partnership interests.

IN WITNESS WHEREOF, we have signed this Agreement on July 16, 2013.


OWEN GOODWYNE, General Partner


MARY JO ROBERTS on behalf of her
INDIVIDUAL RETIREMENT ACCOUNT, Limited Partner

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, an officer duly authorized to administer oaths and take acknowledgments, personally appeared OWEN GOODWYNE, General Partner, and MARY JO ROBERTS, on behalf of her Individual Retirement Account, Limited Partner, known to me to be the persons described in and who executed the foregoing Limited Partnership Agreement, who acknowledged before me that they executed the same, that I know them personally ✓ or I relied upon the following form of identification of the above-named persons _____ and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of July, 2013.

Margarita H. Grant
MARGARITA H. GRANT
NOTARY PUBLIC
Commission # DD 981005
My commission expires: August 10, 2014



CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapters 48 and 620, Florida Statutes, COMMONWEALTH ASSOCIATES, LTD., desiring to organize or qualify as a limited partnership under the laws of the State of Florida, with its principal place of business at 1924 Temple Drive, Tallahassee, Florida 32303, has named OWEN GOODWYNE, General Partner, as its agent to accept service process within Florida.

DATED: July 16, 2013.

Owen Goodwyne
OWEN GOODWYNE, General Partner

Having been named to accept service of process for the above named Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the properly performance of my duties.

Owen Goodwyne
OWEN GOODWYNE, Registered Agent

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TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared OWEN GOODWYNE, General Partner of COMMONWEALTH ASSOCIATES, LTD., who after being duly sworn deposes and says:

1. That he is the General Partner of COMMONWEALTH ASSOCIATES, LTD., a Florida limited partnership, and his business address is 1924 Temple Drive, Tallahassee, Florida 32303.
2. The initial amount contributed to the partnership by MARY JO ROBERTS on behalf of her Individual Retirement Account, Limited Partner, is in excess of One Hundred Thousand Dollars (\$100,000). No future contributions are anticipated.
3. The liability of the Limited Partner for any debts or obligations of or to the Partnership at any time shall be limited to the amount then contributed by her to the capital of the Partnership and her share in the undistributed net profits.

FURTHER AFFIANT SAYETH NOT.

Owen Goodwyne
OWEN GOODWYNE, General Partner

WITNESS my hand and official seal in the County and State last aforesaid this 16th
day of July, 2013.

Margarita H. Grant
MARGARITA H. GRANT
NOTARY PUBLIC
Commission No. DD 981005
My commission expires: August 10, 2014



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT

WITHDRAWAL OF GENERAL PARTNER AND REGISTERED AGENT

Commonwealth Associates, Ltd.
1924 Temple Drive
Tallahassee, FL 32303

Dear Commonwealth Associates, Ltd.:

Please be advised that pursuant to provisions of Chapter 620, Florida Statutes, the undersigned general partner hereby:

1. withdraws as general partner of the Commonwealth Associates, Ltd.
2. withdraws as resident agent of the Commonwealth Associates, Ltd.

The effective date of both withdrawals is July 16, 2013.

BY: Wilson W. Wright
WILSON W. WRIGHT, General Partner

BY: Wilson W. Wright
WILSON W. WRIGHT, Resident Agent

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 16th day of July, 2013, by WILSON W. WRIGHT, GENERAL PARTNER and RESIDENT AGENT of Commonwealth Associates, Ltd., a Florida limited partnership. He is personally known to me ☒ or has produced _____ as identification.

Margarita H. Grant
MARGARITA H. GRANT
NOTARY PUBLIC
Commission No. DD 981005
My commission expires: August 10, 2014

