

A 32869

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

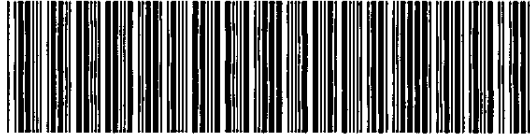
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sherwood Apartments, 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:

Sherri Denton Mallory
Contact Person
Mallory Law Firm, P.A.
Firm/Company
1008 Harrison Avenue
Address
Panama City, FL 32401
City, State and Zip Code
sdmallorylaw@comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sherri Denton Mallory at (850) 747-8131
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

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

Sherwood Apartments, 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 April 16, 1992, assigned Florida document number A32869, 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: 2508 Highway 72
(Must be STREET address) Glen, MS 38846

New Mailing Address: 2508 Highway 72
(May be post office box) Glen, MS 38846

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: Sherri Denton Mallory

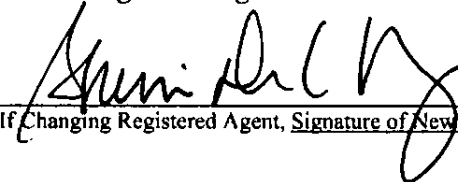
New Registered Office Address: 1008 Harrison Avenue
Enter Florida street address

Panama City, Florida 32401
City Zip Code

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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>
GP	Ard, Inc.	2620 11th Street Tuscaloosa, AL 35401	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
GP	BRL Properties, Inc.	2508 Hwy 72 Glen, MS 38846	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add <input type="checkbox"/> Remove
_____	_____	_____	<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.)*

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.)

See attached page 3 of the

Transfer and Assignment

General Partner Interests

Sherwood Apartments, Ltd.

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

See attached page 3 of the

Transfer and Assignment

General Partner Interests

Sherwood Apartments, Ltd.

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TALLAHASSEE FLORIDA

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

STATE OF FLORIDA §
 § ss.
WASHINGTON COUNTY §

**TRANSFER AND ASSIGNMENT
GENERAL PARTNER INTERESTS
SHERWOOD APARTMENTS, LTD.**

THIS TRANSFER AND ASSIGNMENT (this "Assignment") is made and entered into effective the 31st day of December, 2015, by and between Sherwood Apartments, Ltd., a Florida limited partnership (the "Partnership"), ARD, Inc., an Alabama corporation qualified to do business in Florida as ARD Property Management, Inc. ("ARD" the "Current General Partner"), and BRL Properties, Inc., a Mississippi corporation qualified to do business in Florida as BRL II, Inc. ("BRL" the "Substitute General Partner").

WHEREAS, the Partnership was formed by the filing of its Certificate of Limited Partnership in the Office of the Florida Secretary of State ("Secretary of State");

WHEREAS, the Partnership is governed by its Limited Partnership Agreement of Sherwood Apartments, Ltd., as amended by its Amended and Restated Limited Partnership Agreement dated December 6, 1994, as further amended by its Amendment to the Amended and Restated Limited Partnership Agreement and Certificate of Sherwood Apartments, Ltd. dated June 13, 2012 (collectively, the "Partnership Agreement");

WHEREAS, the Current General Partner owns the entire general partner interest in the Partnership (the "GP Interest") and the Current General Partner is desirous of transferring its GP Interest to the Substitute General Partner;

WHEREAS, the Substitute General Partner is desirous of acquiring said GP Interest in the Partnership upon the terms and conditions set forth in the Master Purchase and Assignment Agreement dated March 1, 2015, by and between the Current General Partner and the Substitute General Partner (the "Purchase Agreement");

NOW THEREFORE, for and in consideration of the premises and of the mutual covenants and agreements of the parties contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1. The Current General Partner hereby transfers, assigns and conveys the Current General Partner's entire general partner interest in the Partnership (the "GP Interest"), to the Substitute General Partner, which transfer shall be effective as of 11:59 p.m. December 31, 2015.
2. The Current General Partner hereby represents and warrants that it owns the GP Interest free and clear of all liens and encumbrances, and that it has full power and authority to sell, transfer and assign said GP Interest to the Substitute General Partner, and that the Substitute General Partner, upon such transfer, will receive good and marketable (subject

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to the terms of the Partnership Agreement) title thereto, free and clear of all liens and encumbrances.

3. The Substitute General Partner hereby assumes all liability and obligations of the Current General Partner in its capacity as general partner of the Partnership whenever arising, except for Retained Liabilities as set forth in the Master Purchase Agreement.
4. This Assignment shall be construed and enforced in accordance with the laws of the State of Florida. This Assignment constitutes the entire agreement between the parties with respect to the subject matter hereof and no amendment, change, modification or alteration of this Assignment shall be valid unless it is in writing and signed by each of the parties hereto.

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IN WITNESS WHEREOF, the parties hereto have executed this Assignment, or have caused to be executed this Assignment by a duly authorized representative thereof, as of the day and year first above written.

THE PARTNERSHIP:
SHERWOOD APARTMENTS, LTD.
By: ARD, Inc.
Its: General Partner

By: Willard Corley
Name: Willard Corley
Its: President

THE CURRENT GENERAL PARTNER:
ARD, INC.

By: Willard Corley
Name: Willard Corley
Its: President

THE SUBSTITUTE GENERAL PARTNER:
BRL PROPERTIES, INC.

By: Michael Doran
Name: Michael Doran
Its: President

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