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09 MAR -4 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

MAR -5 2009

EXAMINER

**VOGEL LAW OFFICE**  
**A PROFESSIONAL ASSOCIATION**

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Naples, Florida 34103

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March 3, 2009

**VIA FEDERAL EXPRESS DELIVERY**

Registration Section  
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Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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**09 MAR -4 AM 11:58**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Re: Filing of Second Amendment to The Limited Partnership Agreement and  
Certificate of Amendment of the Certificate of Limited Partnership of  
Carlson Family Limited Partnership II**

Dear Sir or Madam:

Enclosed please find a Second Amendment to The Limited Partnership Agreement and Certificate of Amendment of the Certificate of Limited Partnership of Carlson Family Limited Partnership II, a Florida limited partnership for filing, along with our check for \$52.50 for the filing fee.

If there are any questions concerning this document, please do not hesitate to contact me at any time at (239)262-2211. Thank you for your assistance in this matter.

Very truly yours,

**VOGEL LAW OFFICE, P.A.**



Joan Hurd  
Legal Assistant

**SECOND AMENDMENT  
TO  
THE LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF AMENDMENT  
OF THE CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CARLSON FAMILY LIMITED PARTNERSHIP II  
A Florida Limited Partnership**

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TALLAHASSEE, FLORIDA

THIS Second Amendment to the Limited Partnership Agreement and Certificate of Amendment of the Certificate of Limited Partnership of Carlson Family Limited Partnership II, a Florida limited partnership, is dated December 31, 2006, and provides as follows:

FIRST: The name of the Limited Partnership is: **Carlson Family Limited Partnership II.**

SECOND: Said Limited Partnership is a Florida limited partnership filed on April 27, 1994, Document Number A94000000597.

THIRD: Effective as of December 31, 2006, the Limited Partnership Agreement and Certificate of Limited Partnership are hereby amended as follows:

1. Article I, Section 1.07 is hereby amended in its entirety to read as follows:

Partners' Names and Addresses. The names and addresses of the General and Limited Partners are as follows:

General Partner:      Garrett G. Carlson, Sr., Trustee of the  
                                Garrett G. Carlson Revocable Trust U/A/D December 30, 1996  
                                1330 Galleon Drive  
                                Naples, Florida 34102

Limited Partners:      Patricia Hope Carlson  
                                1330 Galleon Drive  
                                Naples, Florida 34102

Patricia Hope Carlson as Custodian for Caroline Georgene Carlson  
under the Florida Uniform Transfers to Minors Act  
1330 Galleon Drive  
Naples, Florida 34102

Patricia Hope Carlson as Custodian for Allison Nicole Carlson under  
the Florida Uniform Transfers to Minors Act  
1330 Galleon Drive  
Naples, Florida 34102

Patricia Hope Carlson as Custodian for Isabelle Kristena Carlson  
under the Florida Uniform Transfers to Minors Act  
1330 Galleon Drive  
Naples, Florida 34102

The General and Limited Partners are sometimes referred to hereinafter individually  
as "Partner" or collectively as "Partners."

3. Article V, Section 5.01 is hereby amended in its entirety to read as follows:

Distributions. Funds of the Partnership, less necessary reserves, accrued expenses, reasonable compensation to the General Partner for personal services to the Partnership, working capital requirements and any amounts the General Partner, in his sole discretion, desires to reserve for investment or reinvestment purposes, all as determined by the General Partner, shall be paid in not less than annual installments, and shall be distributed among the Partners in proportion to their respective Partnership Interests. More frequent than annual distributions shall be made if, in the judgment of the General Partner, the Partnership funds substantially exceed necessary reserves for accrued expenses and working capital requirements. There shall be no other withdrawals by any Partner of his/her distributive share of profits except by unanimous agreement of all Partners. Notwithstanding anything herein to the contrary, no annual distribution of principal shall exceed Five Percent (5%) of the fair market value of the assets of the Partnership as the same are valued on January 1<sup>st</sup> of each year.

FOURTH: By his signature herebelow, Garrett G. Carlson, Sr., individually and as the General Partner, hereby consents to, and confirms and ratifies the foregoing Amendment to the Limited Partnership Agreement and Certificate of Amendment of the Certificate of Limited Partnership.

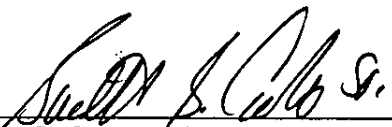
FIFTH: By her signature herebelow, Patricia Hope Carlson, individually, and as Custodian for each Caroline Georgene Carlson, Allison Nicole Carlson, and Isabelle Kristena Carlson, all under the Florida Uniform Transfers to Minors Act, hereby consents to, and confirms and ratifies the foregoing Second Amendment to the Limited Partnership Agreement and Certificate of Amendment of the Certificate of Limited Partnership.

SIXTH: Except as amended hereby, the Agreement shall continue in full force and effect in accordance with the terms thereof.

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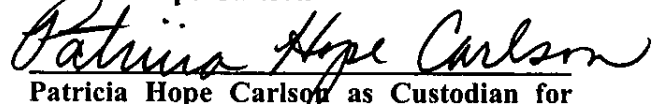
IN WITNESS WHEREOF, the Partners hereto have consented to, executed and certified this Amendment to the Certificate of Limited Partnership and Certificate of Amendment of the Certificate of Limited Partnership as of the day and year first above written.

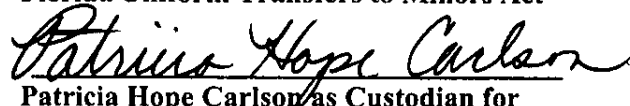
**General Partner:**

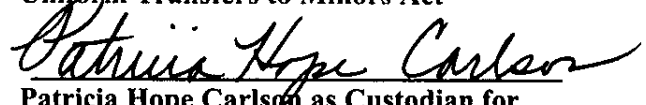
  
Garrett G. Carlson, Sr.

**Limited Partners:**

  
Patricia Hope Carlson

  
Patricia Hope Carlson as Custodian for  
Caroline Georgene Carlson under the  
Florida Uniform Transfers to Minors Act

  
Patricia Hope Carlson as Custodian for  
Allison Nicole Carlson under the Florida  
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