

A94000001162

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 APR 10 PM 4:12

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** McGehee Realty of Palm Beach County, Ltd.  
(Name of Florida Limited Partnership or Limited Liability Limited Partnership)  
(A94000001162)

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Jonathan Y. Rogers  
(Contact Person)

McGehee Realty of Palm Beach County, Ltd.  
(Firm/Company)

P.O. Box 5369  
(Address)

Jacksonville FL. 32207  
(City, State and Zip Code)

For further information concerning this matter, please call:

Jonathan Y. Rogers at ( 904 ) 348-3334  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |                                                        |                                                                             |                                                                    |                                                                                               |
|--------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$52.50 Filing Fee | <input type="checkbox"/> \$61.25 Filing Fee<br>and Certificate of<br>Status | <input type="checkbox"/> \$105.00 Filing Fee<br>and Certified Copy | <input type="checkbox"/> \$113.75 Filing Fee,<br>Certified Copy, and<br>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

McGehee Realty of Palm Beach County, 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 August 24, 1994, adopts the following certificate of amendment to its certificate of limited partnership.

**FIRST:** Amendment(s): (Indicate information being amended, added, or deleted)

Change in General Partner: The new sole  
managing General Partner of McGehee Realty  
of Palm Beach County, Ltd. is Amanda McGehee  
Jackson (F.K.A. Amanda Diane McGehee). She  
is replacing Asbury Realty Company, the former  
sole managing General Partner, who has  
with drawn from the Partnership.

**SECOND:** Effective date, if other than the date of filing: April 20, 2007

(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(s)\*:

(\*Note: If adding or deleting an election to be a limited liability limited partnership statement, all general partners must sign the amendment.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

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

Sutton McGehee  
Sutton McGehee, President  
Asbury Realty Company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 APR 10 PM 4:12

NOTICE OF ACCEPTANCE AS GENERAL PARTNER

To: Limited Partners of McGehee Realty of Palm Beach County, LTD

From: Amanda Diane McGehee

Date: May 1, 2006

By execution hereof, Amanda Diane McGehee hereby accepts appointment as the General Partner of McGehee Realty of Palm Beach County, LTD as the successor to Asbury Realty Company. The mailing address of the new General Partner will be P.O. Box 5369, Jacksonville, Florida 32247 and the physical location of the office of the General Partner will be 3300 Philips Highway, Jacksonville, Florida 32207.

Acceptance as and consent to appointment as General Partner of McGehee Realty of Palm Beach County, LTD.

  
Amanda Diane McGehee

ASBURY REALTY COMPANY  
3300 Phillips Highway  
Jacksonville, Florida 32207

NOTICE OF WITHDRAWAL

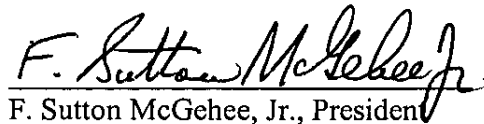
To: Limited Partners listed on Schedule A

From: Asbury Realty Company

Date: May 1, 2006

Effective April 30, 2006, Asbury Realty Company, pursuant to paragraph 13 of the Limited Partnership Agreement of McGehee Realty of Palm Beach County, LTD., will withdraw and cease to be the General Partner of McGehee Realty of Palm Beach County, LTD. Pursuant to the terms of the Limited Partnership Agreement, the partnership units of Asbury Realty Company will become units of limited partnership interests on the effective date of withdrawal (April 30, 2006) and Asbury Realty Company will cease to be the general partner of McGehee Realty of Palm Beach County, LTD. as of that date.

Asbury Realty Company, a Florida  
corporation

  
F. Sutton McGehee, Jr., President

WRITTEN CONSENT TO CORPORATE ACTION  
OF BOARD OF DIRECTORS  
OF  
ASBURY REALTY COMPANY

The undersigned, constituting all of the members of the Board of Directors of ASBURY REALTY COMPANY, a Florida corporation, hereby consent to the adoption of the following resolutions and the actions represented or authorized therein, in the capacities as stated above, pursuant to the Florida Business Corporation Act, without necessity for a special meeting:

1. Withdrawal. The Board of Directors of the Corporation, by unanimous agreement, has determined that it is in the best interest of the Corporation to withdraw as the general partner for both McGehee Realty of Palm Beach County, LTD and McGehee Realty of Miami, LTD effective April 30, 2006. The Board recognizes that its general partnership interest in each entity will, on the effective date of the withdrawal, become a limited partnership interest. The Board further recognizes that the limited partners have the right to name a successor general partner or to terminate the partnership. In furtherance of the Board's decision, the following Resolutions are hereby adopted unanimously:

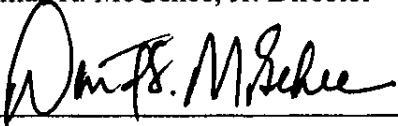
RESOLVED, that the proper officers of the Corporation provide notice to the limited partners of McGehee Realty of Palm Beach County, LTD and McGehee Realty of Miami, LTD of the Corporations intent to withdraw as general partner of both limited partnerships effective April 30, 2006; and

FURTHER RESOLVED, that the officers and directors of the corporation are hereby authorized and directed to take such further actions as may be necessary to effect these resolutions.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of Asbury Realty Company have executed this Written Consent as of the 1 day of May, 2006.



Thomas R. McGehee, Jr. Director



David S. McGehee, Director



F. Sutton McGehee, Jr., Director

WRITTEN CONSENT TO ACTION  
OF THE LIMITED PARTNERS  
OF  
McGEHEE REALTY OF PALM BEACH COUNTY, LTD.

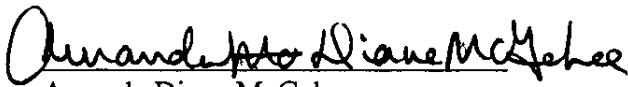
The undersigned, constituting all of the Limited Partners of McGehee Realty of Palm Beach County, LTD, a Florida limited partnership, hereby consent to the adoption of the following resolutions and the actions represented or authorized therein, pursuant to the terms of the Limited Partnership Agreement of McGehee Realty of Palm Beach County, LTD and the Florida Revised Uniform Limited Partnership Act:

1. Withdrawal of General Partner. The Limited Partners have been notified by Asbury Realty Company, as General Partner, of its intent to withdraw as General Partner effective April 30, 2006. The Limited Partners recognize and acknowledge that the general partnership interest of Asbury Realty Company in McGehee Realty of Palm Beach County, LTD, will, on the effective date of the withdrawal, become a limited partnership interest.


2. Election of Successor General Partner. The Limited Partners, pursuant to the Limited Partnership Agreement and the Florida Revised Uniform Limited Partnership Act, hereby elect Amanda Diane McGehee to serve as the General Partner of McGehee Realty of Palm Beach County, LTD. Amanda Diane McGehee has agreed to serve as General Partner of McGehee Realty of Palm Beach County, LTD on the condition that her general partnership interest constitute only two percent of the total and that the balance of her ownership interest remain a limited partnership interest (effectively, she will own a 2% share as general partner and a 12% share as a limited partner).

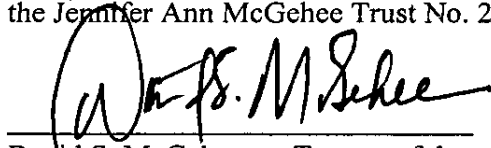
IN WITNESS WHEREOF, the undersigned, constituting all of the Limited Partners of McGehee Realty of Palm Beach County, LTD, have executed this Written Consent effective as of the 1 day of May, 2006.



  
Amanda Diane McGehee

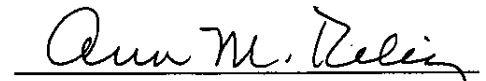
  
Meredith Ray McGehee

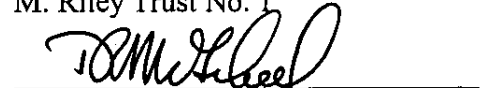
  
Deborah D. McGehee, as Trustee of  
the Jennifer Ann McGehee Trust No. 2

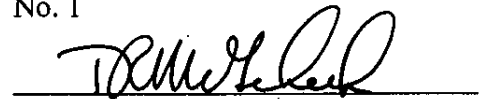
  
David S. McGehee, as Trustee of the  
David S. McGehee, Jr., Trust No. 1


  
Steven Scott Riley, Jr.

  
Thomas Graham Riley

  
Ann M. Riley, as Trustee of the Anne  
M. Riley Trust No. 1

  
Thomas R. McGehee, Jr., as Trustee  
of the Courtney Leigh McGehee Trust  
No. 1

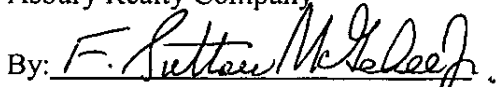
  
Thomas R. McGehee, Jr., as Trustee  
of the Ashley Ann McGehee Trust No. 1

  
Thomas R. McGehee, Jr., as Trustee  
of the Mackenzie Rives McGehee  
Trust No. 1

  
Kelly Adelia McCafferty

Consent:

Asbury Realty Company

By:   
F. Sutton McGehee, Jr., President

SCHEDULE A  
LIMITED PARTNERS  
(McGehee Realty of Palm Beach County, LTD.)

Amanda Diane McGehee

Meredith Ray McGehee

Deborah D. McGehee, as Trustee of the Jennifer Ann McGehee Trust No. 2

Katherine N. McGehee, as Trustee of the David S. McGehee, Jr., Trust No. 1

Steven Scott Riley, Jr.

Thomas Graham Riley

Ann M. Riley, as Trustee of the Annie M. Riley Trust No. 1

Kelly Adelia McCafferty

Terri Ross McGehee, as Trustee of the Courtney Leigh McGehee Trust No. 1

Terri Ross McGehee, as Trustee of the Ashley Ann McGehee Trust No. 1

Terri Ross McGehee, as Trustee of the Mackenzie Rives McGehee Trust No. 1