

A9500000/051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

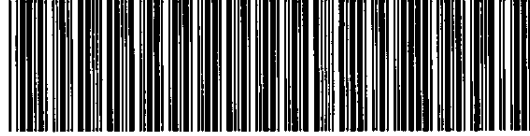
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100281511641

02/09/16--01003--002 **52.50

FILED
2016 FEB -9 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
FEB 11

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: McCullers Properties, 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:

John W. McCullers
Contact Person
Firm/Company
6 Creek View Way
Address
Ormond Beach, FL 32174
City, State and Zip Code
jormamc@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John W. McCullers at (386) 672-4643
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
McCULLERS PROPERTIES, LTD.

FILED
2016 FEB -9 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 620.1202, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on July 13, 1995, assigned Florida document number A95000001051, adopts the following certificate of amendment to its Certificate of Limited Partnership.

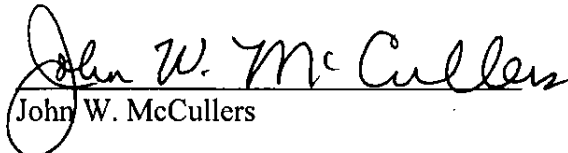
A. This amendment is submitted to amend the following:

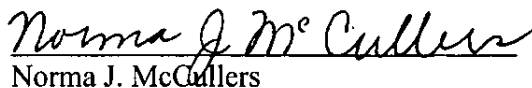
Name of General Partner.

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
GP	John W. McCullers	6 Creek View Way Ormond Beach, FL 32174	Remove
GP	Norma J. McCullers	6 Creek View Way Ormond Beach, FL 32174	Remove
GP	John W. McCullers, Trustee of the John W. McCullers Trust Dated January 27, 2016	6 Creek View Way Ormond Beach, FL 32174	Add
GP	Norma J. McCullers, Trustee of the Norma J. McCullers Trust Dated January 27, 2016	6 Creek View Way Ormond Beach, FL 32174	Add

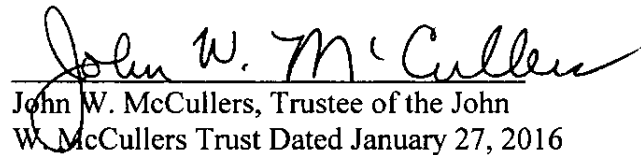
B. Effective Date. The date of the amendment's adoption is the date this document is filed by the Florida Department of State.

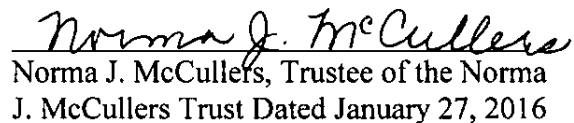
CURRENT GENERAL PARTNERS:


John W. McCullers


Norma J. McCullers

NEW GENERAL PARTNERS:


John W. McCullers, Trustee of the John
W. McCullers Trust Dated January 27, 2016


Norma J. McCullers, Trustee of the Norma
J. McCullers Trust Dated January 27, 2016

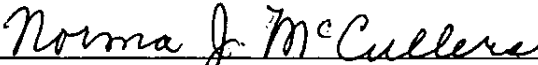
**ADDITIONAL SIGNATURE PAGE
TO THE
PARTNERSHIP AGREEMENT
OF
McCULLERS PROPERTIES, LTD.**

WHEREAS, the undersigned as of the date hereof became a substituted General Partner of McCullers Properties, Ltd., a Florida limited partnership (the "Partnership"); and

WHEREAS, the undersigned as of the date hereof holds a 48 % General Partner Interest in the Partnership, which General Partner Interest was formally held by Norma J. McCullers.

NOW, THEREFORE, by executing this additional signature page, the undersigned agrees to and accepts the Limited Partnership Agreement dated as of July 12, 1995, (the "Partnership Agreement"), and hereby authorizes this additional signature page to be attached to the Partnership Agreement, whereby the undersigned will, without further action, agree to and be bound by the terms, conditions, obligations, benefits and provisions of the Partnership Agreement as a "General Partner" for all purposes of the Partnership Agreement.

IN WITNESS WHEREOF, the undersigned has executed this additional signature page to the Partnership Agreement as of January 27, 2016.


Norma J. McCullers, Trustee of the Norma
J. McCullers Trust Dated January 27, 2016

ASSIGNMENT OF GENERAL PARTNER INTEREST

THIS AGREEMENT, made as of January 27, 2016, by and between Norma J. McCullers (the "Assignor") and Norma J. McCullers, as Trustee of the Norma J. McCullers Trust Dated January 27, 2016 (the "Assignee"), as herein provided:

WITNESSETH:

WHEREAS, the Assignor holds a 48 % general partner interest (the "Partnership Interest") in a certain Florida limited partnership known as McCullers Properties, Ltd. (the "Partnership"), pursuant to a partnership agreement dated July 12, 1995 (the "Partnership Agreement"); and

WHEREAS, Assignee is a Florida revocable trust established by the Assignor as grantor, and is classified for Federal income tax purposes as a "grantor trust;" and

WHEREAS, Assignor desires at this time to assign her Partnership Interest to the Assignee; and

WHEREAS, the Assignee desires to accept and hold the Partnership Interest subject to the terms of the Partnership Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein set forth, it is agreed as follows:

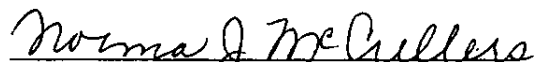
1. ASSIGNMENT. The Assignor does hereby assign and transfer unto the Assignee all rights and interests whatsoever in and to the Partnership Interest, free and clear of all claims and encumbrances whatsoever, under the Partnership Agreement and any subsequent amendments thereto.

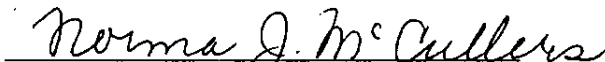
2. ACCEPTANCE AND ASSUMPTION OF OBLIGATIONS. Assignee hereby accepts the foregoing assignment of said Partnership Interest held by the Assignor, and agrees to be legally bound by and to faithfully perform all covenants, stipulations, agreements and obligations existing under the Partnership Agreement and any subsequent amendments thereto, as a substitute general partner thereof.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

ASSIGNOR:

ASSIGNEE:


Norma J. McCullers


Norma J. McCullers, Trustee of the Norma
J. McCullers Trust Dated January 27, 2016

ASSIGNMENT OF GENERAL PARTNER INTEREST

THIS AGREEMENT, made as of January 27, 2016, by and between John W. McCullers (the "Assignor") and John W. McCullers, as Trustee of the John W. McCullers Trust Dated January 27, 2016 (the "Assignee"), as herein provided:

WITNESSETH:

WHEREAS, the Assignor holds a 4.8 % general partner interest (the "Partnership Interest") in a certain Florida limited partnership known as McCullers Properties, Ltd. (the "Partnership"), pursuant to a partnership agreement dated July 12, 1995 (the "Partnership Agreement"); and

WHEREAS, Assignee is a Florida revocable trust established by the Assignor as grantor, and is classified for Federal income tax purposes as a "grantor trust;" and

WHEREAS, Assignor desires at this time to assign his Partnership Interest to the Assignee; and

WHEREAS, the Assignee desires to accept and hold the Partnership Interest subject to the terms of the Partnership Agreement.

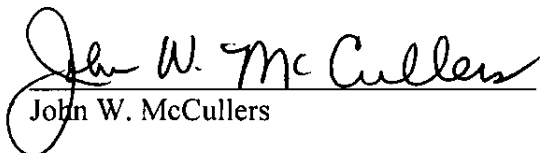
NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein set forth, it is agreed as follows:

1. ASSIGNMENT. The Assignor does hereby assign and transfer unto the Assignee all rights and interests whatsoever in and to the Partnership Interest, free and clear of all claims and encumbrances whatsoever, under the Partnership Agreement and any subsequent amendments thereto.

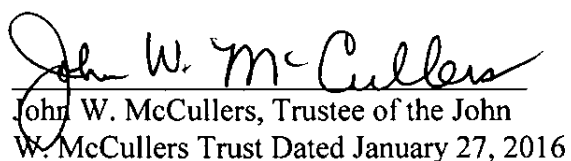
2. ACCEPTANCE AND ASSUMPTION OF OBLIGATIONS. Assignee hereby accepts the foregoing assignment of said Partnership Interest held by the Assignor, and agrees to be legally bound by and to faithfully perform all covenants, stipulations, agreements and obligations existing under the Partnership Agreement and any subsequent amendments thereto, as a substitute general partner thereof.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

ASSIGNOR:


John W. McCullers

ASSIGNEE:


John W. McCullers, Trustee of the John
W. McCullers Trust Dated January 27, 2016

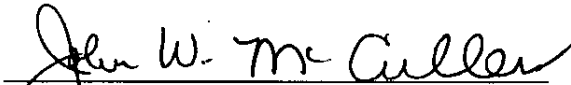
**ADDITIONAL SIGNATURE PAGE
TO THE
PARTNERSHIP AGREEMENT
OF
McCULLERS PROPERTIES, LTD.**

WHEREAS, the undersigned as of the date hereof became a substituted General Partner of McCullers Properties, Ltd., a Florida limited partnership (the "Partnership"); and

WHEREAS, the undersigned as of the date hereof holds a 48 % General Partner Interest in the Partnership, which General Partner Interest was formally held by John W. McCullers.

NOW, THEREFORE, by executing this additional signature page, the undersigned agrees to and accepts the Limited Partnership Agreement dated as of July 12, 1995, (the "Partnership Agreement"), and hereby authorizes this additional signature page to be attached to the Partnership Agreement, whereby the undersigned will, without further action, agree to and be bound by the terms, conditions, obligations, benefits and provisions of the Partnership Agreement as a "General Partner" for all purposes of the Partnership Agreement.

IN WITNESS WHEREOF, the undersigned has executed this additional signature page to the Partnership Agreement as of January 27, 2016.



John W. McCullers, Trustee of the John W.
McCullers Trust Dated January 27, 2016