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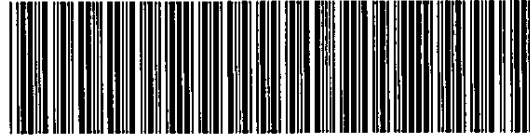
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: THE PACKERS OF INDIAN RIVER, 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:

Michael J. Garavaglia, Esquire

Contact Person

Collins, Brown, Barkett, Garavaglia & Lawn, Chartered

Firm/Company

756 Beachland Boulevard

Address

Vero Beach, FL 32963

City, State and Zip Code

MJG@verolaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael J. Garavaglia

Name of Contact Person

at (772) 231-4343

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

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

THE PACKERS OF INDIAN RIVER, 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 October 2, 1995, assigned Florida document number A95000001478, 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:
(Must be *STREET* address)

New Mailing Address:
(May be post office box)

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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:

New Registered Office Address:

Enter Florida street address

_____, Florida _____
City Zip Code

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>
_____	_____	_____	<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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_____	_____	_____	<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.)

See attached Eighth Amendment to Agreement of Limited Partnership of The Packers of
Indian River, LTD., attached hereto and made a part hereof.

Effective date, if other than the date of filing: November 3, 2015
(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.)

Rogers Citrus, Inc.,
a Florida corporation

By: M. Garavito
Michael J. Garavito
President

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

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

**EIGHTH AMENDMENT TO
AGREEMENT OF LIMITED PARTNERSHIP OF
THE PACKERS OF INDIAN RIVER, LTD.**

This Eighth Amendment to Agreement of Limited Partnership of The Packers of Indian River, LTD., is made and entered into on this 3rd day of November, 2015, by and among ROGERS CITRUS, INC., a Florida corporation ("RCI") as "General Partner"; and THE PACKERS OF INDIAN RIVER, INC., a Florida corporation ("Packers"), and J. L. ROGERS FAMILY, LLC, a Florida limited liability company ("Family LLC"), as "Limited Partners". The Limited Partners are sometimes individually referred to as "Limited Partner" and collectively as the "Limited Partners". The General Partner is individually referred to as "Partner".

WHEREAS, The Packers of Indian River, Ltd., (the "Partnership") was formed as a Florida limited partnership pursuant to the terms of that certain AGREEMENT OF LIMITED PARTNERSHIP OF THE PACKERS OF INDIAN RIVER, LTD., dated September 1, 1995, as amended by that certain ADDENDUM TO AGREEMENT OF LIMITED PARTNERSHIP OF THE PACKERS OF INDIAN RIVER, LTD., of even date therewith (hereinafter collectively referred to as the "Partnership Agreement"), the Certificate of Limited Partnership for which was filed with the Secretary of State, State of Florida on October 2, 1995; and

WHEREAS, the partners have amended the Partnership Agreement pursuant to the terms of that certain First Amendment dated effective as of August 31, 1996; Second Amendment dated as of January 24, 1997; Third Amendment dated as of December 31, 1997; Fourth Amendment dated as of January 1, 1998; Fifth Amendment dated as of March 31, 1998; Sixth Amendment dated as of August 28, 2003; Seventh Amendment dated March 22, 2011; and

WHEREAS, the Partners desire to extend the TERM of the Partnership beyond the date of August 31, 2025, as stated in the Partnership Agreement.

NOW, THEREFORE, in consideration of the mutual benefits and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Section 1.5 of the Partnership Agreement is amended as follows:

1. **Term.** The term of the Partnership shall commence on the date hereof (*September 1, 1995*) and shall continue until December 31, 2035, unless the Partnership is dissolved earlier as set forth in this Agreement. No Partner shall have the right, and each Partner agrees that it shall not take any action, to withdraw from the Partnership except as expressly permitted in this Agreement, nor to dissolve, terminate, liquidate or petition a court for the dissolution, termination or liquidation of the Partnership, except as provided in this Agreement.
2. This Eighth Amendment is effective immediately upon signing by all Parties hereinbelow.

3. That except as otherwise provided herein to the contrary, the terms and conditions of the Partnership Agreement shall remain in full force and effect.
4. That this Amendment may be executed in counterparts, each of which shall be an original, but all of which shall constitute one and the same instrument. A facsimile, telecopy or other reproduction of this amendment may be executed by the parties (in counterparts or otherwise) and when so executed, shall be considered valid, binding and effective for all purposes.

IN WITNESS WHEREOF, the parties have entered into this Amendment to Agreement of Limited Partnership.

WITNESSES:

Kathy H. H.
Jean Roop

GENERAL PARTNER:

Rogers Citrus, Inc.,
a Florida corporation

By: M. Garavaglia, Jr.
Michael J. Garavaglia, Jr., President

LIMITED PARTNERS:

The Packers of Indian River, Inc.,
a Florida corporation

By: M. Garavaglia, Jr.
Michael J. Garavaglia, Jr., President

J. L. Rogers Family, LLC,
a Florida limited liability company

By: James L. Rogers, III
James L. Rogers, III, Manager

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