

A 97000001368

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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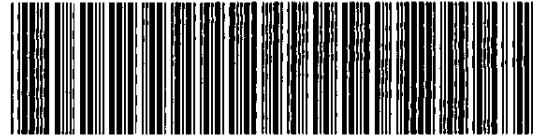
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TELEPHONE

FILED

J. SAULSBERRY
EXAMINER

DEC 13 2010

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MCBRUCE 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:

Gretchel Garcia
Contact Person
McBruce Properties, Ltd.
Firm/Company
3902 Burns Road, Suite 18
Address
Palm Beach Gardens, FL 33410
City, State and Zip Code
collectionc@bellsouth.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gretchel Garcia at (561) 964-2222
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

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TALLAHASSEE, FL 32314

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

MCBRUCE PROPERTIES, 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 June 20, 1997, assigned Florida document number A97000001368, 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)

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

_____	_____	_____	<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.)*

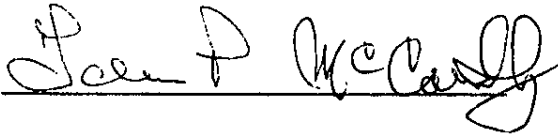
F. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Filing "First Amendment to Limited Partnership Agreement of McBruce Properties, Ltd."

Effective date, if other than the date of filing: December 1, 2010
(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.)



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

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

**FIRST AMENDMENT TO
LIMITED PARTNERSHIP AGREEMENT
OF
MCBRUCE PROPERTIES, LTD.**

This First Amendment (the "Amendment") to the Limited Partnership Agreement of MCBRUCE PROPERTIES, LTD. (the "Partnership") is effective as of January 1, 2004, by J.S. & S. INVESTMENTS, INC., a Florida corporation (the "Corporation"), as the sole general partner, and SEYMOUR A. FINE and JAMES P. MCCARTHY, as the limited partners of the Partnership (each referred to individually as a "Limited Partner" and collectively as the "Limited Partners").

WITNESSETH:

WHEREAS, the Corporation and the Limited Partners entered into that certain Limited Partnership Agreement of the Partnership, dated June 10, 1997 (the "Partnership Agreement"); and

WHEREAS, the Corporation and the Limited Partners desire to amend certain provisions of the Partnership Agreement.

NOW, THEREFORE, for and in consideration of the mutual promises, terms, covenants and conditions hereinafter provided, the undersigned hereby modify and amend the Partnership Agreement as follows:

1. The Eleventh Section of the Partnership Agreement shall be revised and restated to read in its entirety as follows:

"The limited partners shall share the proceeds of any sale of real estate, the partnership or any interest thereof, or any other sale which results in the recognition of capital gain, in accordance with the following percentages:

<u>Name</u>	<u>Share of Net Profits</u>
James P. McCarthy	45%
Seymour A. Fine	45%

The limited partners shall share in any other profits of the partnership and shall bear any losses of the partnership in accordance with the following percentages:

<u>Name</u>	<u>Share of Losses</u>
James P. McCarthy	5%
Seymour A. Fine	85%

Each limited partner's share of the losses will be charged against that limited partner's contributions to the partnership capital. No limited partner, however, shall be liable for any

losses of the partnership other than to the extent of the capital contribution of that limited partner."

2. Except as modified herein, all terms and provisions of the Partnership Agreement shall remain in full force and effect.

3. In the event of any conflict between any term or provision of this Amendment and any term or provision of the Partnership Agreement, the terms and provisions of this Amendment shall govern and control, and the Partnership Agreement shall remain in full force and effect as amended hereby.

IN WITNESS WHEREOF, the undersigned have executed this First Amendment to the Partnership Agreement as of the date first above written.

GENERAL PARTNER:

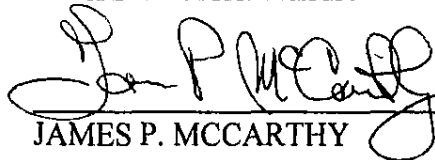
J.S. & S. INVESTMENTS, INC.,
a Florida corporation

By: 

Print Name: JAMES P. MCCARTHY

Title: PRESIDENT

LIMITED PARTNERS:


JAMES P. MCCARTHY


SEYMOUR A. FINE

FILED
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CLERK OF COURT
TALLAHASSEE, FLORIDA