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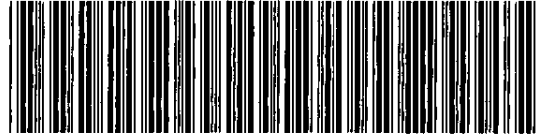
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 DEC 16 AM 10:52

G. MCLEOD  
DEC 17 2008  
EXAMINER

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** W.A. Hill, Sr. Family Limited Partnership  
(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:

Max McCord  
(Contact Person)

Pope & Barloga, P.A.  
(Firm/Company)

736 Jenks Avenue  
(Address)

Panama City, FL 32402  
(City, State and Zip Code)

For further information concerning this matter, please call:

Max McCord at ( 850 ) 784-9174  
(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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 DEC 16 AM 10:52

**THIRD AMENDMENT**  
**TO**  
**LIMITED PARTNERSHIP AGREEMENT**  
**AND**  
**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**W.A. HILL, SR., FAMILY LIMITED PARTNERSHIP**

THIS AMENDMENT is made and entered into as of the 17<sup>th</sup> day of November, 2008, by and among (i) W.A. HILL, SR., Trustee for the W.A. HILL, SR., REVOCABLE TRUST dated August 31, 1992, (hereinafter referred to as the "General Partner" or "Assignor"), (ii) W.A. HILL, LLC, a Florida Limited Liability Company (the "Assignee"), and (iii) W.A. HILL, JR.; PAIGE J. HILL, Trustee for the PAIGE J. HILL REVOCABLE TRUST; PAIGE J. HILL, Trustee for ASHLEY CHRISTINE HILL; PAIGE J. HILL, Trustee for DOROTHY ANNETTE HILL; PAIGE J. HILL, Trustee for RICHARD ERNEST JAY, JR.; PAIGE J. HILL, Trustee for RICHARD CONNOR JAY; PAIGE J. HILL, Trustee for PHILIP MICHAEL JAY; PAIGE J. HILL, Trustee for W.A. HILL, III (the "Limited Partners").

**RECITALS:**

A. The W.A. HILL, SR., FAMILY LIMITED PARTNERSHIP (hereinafter referred to as the "Partnership") is a Florida limited partnership, presently existing pursuant to a Limited Partnership Agreement and a Certificate of Limited Partnership which was filed on August 28<sup>th</sup>, 1997 (hereinafter referred to as the "Partnership Agreement").

B. It is the desire of the General Partner and Limited Partners to amend the Partnership Agreement to clarify that the Partnership units held by the General Partner may be transferred to a closely held entity such as (limited liability company) without conflicting with any terms of the Partnership Agreement, or causing the Partnership to terminate.

C. It is the desire of W.A. HILL, LLC to become the Assignee of the Partnership units from the General Partner.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and Certificate of Limited Partnership of the W.A. HILL, SR., FAMILY LIMITED PARTNERSHIP is amended to provide as follows:

1. Partnership units held by the General Partner may be transferred to the lineal descendants of the General Partner, or to entities (such as a limited liability company) which are controlled by the General Partner, or controlled by the lineal descendant(s) of the General Partner. The ownership interest in the entity serving as the general partner may be transferred to the lineal decedents of the Assignor, or to any trust for the benefit of a lineal decedent. The

General Partner is free to transfer his entire interest in the Partnership units, as provided above, without causing the Partnership to terminate following the transfer. However, these transferees are approved on the condition that each transferee agrees to be bound by all the terms and conditions of this Partnership Agreement and any modifications thereto.

2. Exhibit "A" to the Partnership Agreement is hereby amended to delete the present Exhibit "A" and to insert in lieu thereof the Exhibit "A" attached hereto and incorporated herein by this reference.

3. It is further provided and agreed that W.A. Hill, LLC will be and hereby is the substitute General Partner of the Partnership, (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (iii) any present or future references to the term "General Partner" by the Partnership Agreement or any amendment thereto, shall be deemed to refer to W.A. Hill, LLC, to the extent of the General Partner interest assigned to it by the Assignor; and (iv) the execution of this Amendment by W.A. HILL, JR.; PAIGE J. HILL, Trustee for the PAIGE J. HILL REVOCABLE TRUST; PAIGE J. HILL, Trustee for ASHLEY CHRISTINE HILL; PAIGE J. HILL, Trustee for DOROTHY ANNETTE HILL; PAIGE J. HILL, Trustee for RICHARD ERNEST JAY, JR.; PAIGE J. HILL, Trustee for RICHARD CONNOR JAY; PAIGE J. HILL, Trustee for PHILIP MICHAEL JAY; PAIGE J. HILL, Trustee for W.A. HILL, III, and W.A. Hill, LLC, shall constitute the agreement of the same, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

4. Except as hereby amended, the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

*Signatures on the following pages.*

IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the day hereinabove first written.

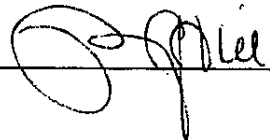
ATTEST:

ASSIGNOR:

 (SEAL)

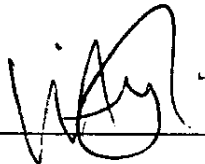
W.A. HILL, SR., Trustee for the W.A. HILL, SR.,  
REVOCABLE TRUST dated August 31, 1992

ASSIGNEE (GENERAL PARTNER):

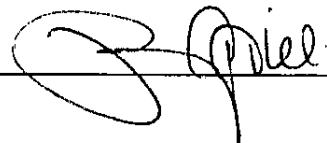
 (SEAL)

PAIGE J. HILL, Manager for the W.A. Hill, LLC

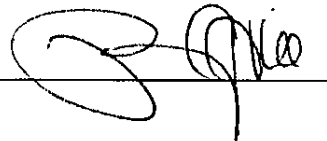
LIMITED PARTNERS:

 (SEAL)

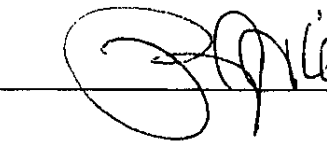
W.A. HILL, JR.

 (SEAL)

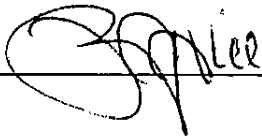
PAIGE J. HILL, TRUSTEE FOR  
PAIGE J. HILL

 (SEAL)

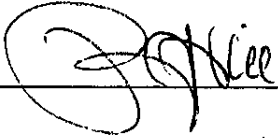
PAIGE J. HILL, TRUSTEE FOR  
ASHLEY CHRISTINE HILL

 (SEAL)

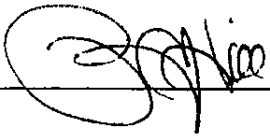
PAIGE J. HILL, TRUSTEE FOR  
DOROTHY ANNETTE HILL

 (SEAL)


PAIGE J. HILL, TRUSTEE FOR  
RICHARD ERNEST JAY, JR.

 (SEAL)

PAIGE J. HILL, TRUSTEE FOR  
RICHARD CONNOR JAY

 (SEAL)

PAIGE J. HILL, TRUSTEE FOR  
PHILIP MICHAEL JAY

 (SEAL)

PAIGE J. HILL, TRUSTEE FOR  
W.A. HILL, III

Exhibit "A"

W.A. HILL, SR., FAMILY LIMITED PARTNERSHIP  
LIMITED PARTNERSHIP AGREEMENT  
AND  
AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

<u>Name</u>	<u>Capital Contribution</u>	<u>Units</u>
<u>General Partner</u>		
<u>GENERAL PARTNER</u>		
PAIGE J. HILL, Manager for W.A. Hill, LLC	\$ 5,000.00	1000
<u>Limited Partners</u>		
<u>CLASS B PARTNERS</u>		
W.A. HILL, JR.	\$ 418,120.40	37,376
PAIGE J. HILL, TRUSTEE FOR PAIGE J. HILL	\$ 418,120.40	37,376
PAIGE J. HILL, TRUSTEE FOR ASHLEY CHRISTINE HILL	\$ 33,907.40	3031
PAIGE J. HILL, TRUSTEE FOR DOROTHY ANNETTE HILL	\$ 33,907.40	3031
PAIGE J. HILL, TRUSTEE FOR RICHARD ERNEST JAY, JR.	\$ 50,475.15	4512
PAIGE J. HILL, TRUSTEE FOR RICHARD CONNOR JAY	\$ 17,339.65	1550
PAIGE J. HILL, TRUSTEE FOR PHILIP MICHAEL JAY	\$ 67,814.80	6062
PAIGE J. HILL, TRUSTEE FOR W.A. HILL, III	\$ 67,814.80	6062
	<u>\$ 1,107,500.00</u>	<u>100,000</u>

**STATEMENT OF DISSOCIATION  
FOR  
GENERAL PARTNER  
OF  
LIMITED PARTNERSHIP OR LIMITED LIABILITY LIMITED PARTNERSHIP**

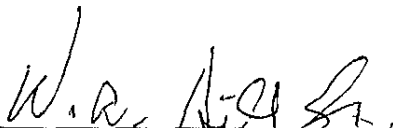
Pursuant to the provisions of section 620.1605, Florida Statutes, the undersigned general partner hereby dissociates from the following limited partnership or limited liability limited partnership:

1. The name of Limited Partnership or Limited Liability Limited Partnership is:

W.A. Hill, Sr. Family Limited Partnership

2. The name of the dissociating general partner is:

W.A. Hill, Sr., Trustee for the W.A. Hill, Sr. Revocable Trust dated August 31, 1992

  
\_\_\_\_\_  
Signature of Dissociating General Partner