

A97000002332

April Funk

(Requestor's Name)

P.O. Box 5016

(Address)

(Address)

Tolay Mahanwa 365.36

(City/State/Zip/Phone #)

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Boyer L. Warner Family Limited

(Business Entity Name)

A97060602332

(Document Number)

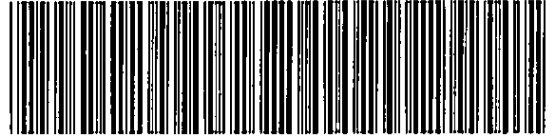
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FILED  
2018 OCT 17 09:12:11  
CLERK OF COURT  
CLERK OF COURT

K. SALY

OCT 17 2018

**AMENDED AND RESTATED  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP**

FILED  
2018 OCT 17 PM 2:11  
CLERK OF CIRCUIT COURT  
JASPER, ALABAMA

The undersigned, as the sole General Partner of Roger L. Woerner Family Limited Partnership, a Florida limited partnership (the "Limited Partnership"), having been first duly sworn, hereby amends and restates in its entirety the Certificate of Limited Partnership of the Partnership.

(1) **Name.** The name of the Limited Partnership is **Roger L. Woerner Family Limited Partnership**.

(2) **Existing Certificate of Limited Partnership.** The initial Certificate of Limited Partnership of the Partnership was filed with the Department of State of Florida on October 27, 1997, and was amended on December 31, 1997.

(3) **Designated Office.** The designated office of the Limited Partnership in the state of Florida is located at 16755 FL-60, Vero Beach, FL 32966.

(4) **Registered Agent.** The Registered Agent of the Limited Partnership is Joseph R. Panzl, Esq., 700 West Morse Blvd., Suite 200, Winter Park, FL 32789.

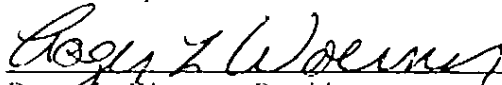
(5) **General Partner.** The sole General Partner of the Partnership is Roger L. Woerner, Inc., an Alabama corporation, whose business address is 818 N. McKenzie Street, Foley, AL 36536-3572.

(6) **No Limited Liability Limited Partnership.** The Limited Partnership is not a limited liability limited partnership.

IN WITNESS WHEREOF, the undersigned General Partner has executed this Amended and Restated Certificate of Limited Partnership this 11th day of October, 2018.

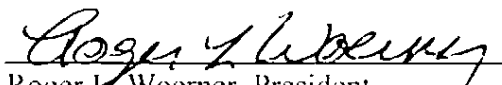
**NEW GENERAL PARTNER:**

**ROGER L. WOERNER, INC.,**  
an Alabama corporation, sole General Partner

By:   
Roger L. Woerner, President

**DEPARTING GENERAL PARTNER:**

**ROGER L. WOERNER, INC.,**  
a Florida corporation

By:   
Roger L. Woerner, President

FILED  
2018 OCT 17 11:12 AM  
TALLAHASSEE, FLA.

**CONSENT OF PARTNERS  
OF  
ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP**

The undersigned, constituting all of the partners of ROGER L. WOERNER FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership") do hereby vote for, consent to, adopt, and approve the following items of business:

(1) In light of the currently effective merger of Roger L. Woerner, Inc., a Florida corporation ("RLW-Florida"), and the current General Partner of the Partnership, with and into Roger L. Woerner, Inc., an Alabama corporation ("RLW-Alabama"), the full and complete substitution and admission of RLW-Alabama, as the sole successor general partner of the Partnership is required, and, to accomplish such substitution, all references in the Agreement of Limited Partnership of the Partnership to the General Partner of the Partnership shall hereafter mean and refer to RLW-Alabama.

(2) RLW-Alabama is hereby designated as the sole General Partner of the Partnership.

(3) For its part, by signing below, RLW-Alabama does hereby consent, upon the effectiveness of the Merger, to become the sole General Partner of the Partnership in lieu of RLW-Florida, and RLW-Alabama accepts, and agrees to be bound by, all of the covenants, terms, and provisions of the Certificate of Limited Partnership and the Agreement of Limited Partnership of the Partnership.

(4) Each partner of the Partnership hereby, pursuant to §620.1801(1)(c) of the Florida Revised Uniform Limited Partnership Act, hereby consents to continue the activities of the Partnership.

(5) The new general partner of the Partnership is hereby authorized, directed, empowered, and instructed to file, consistent with the consents herein, an Amended and Restated Certificate of Limited Partnership with the Department of State of Florida at the earliest practicable date.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands effective as of October 11, 2018.

SOLE LIMITED PARTNER:

  
Roger L. Woerner

DISAPPEARING GENERAL PARTNER:

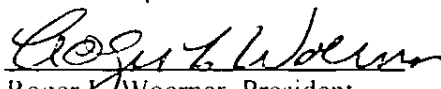
**ROGER L. WOERNER, INC.,**  
a Florida corporation

By:   
Roger L. Woerner, President

SUBSTITUTE GENERAL PARTNER

**ROGER L. WOERNER, INC.,**

an Alabama corporation

By:   
Roger L. Woerner, President

FILED  
2016 OCT 17 11:11 AM  
CLERK OF DISTRICT COURT