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(Requestor's Name)

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(City/State/Zip/Phone #)

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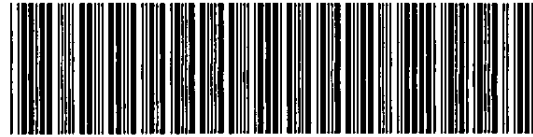
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

D. SCOTT

MAR 22 2017

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Donley 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:

Wesley C. Donley
Contact Person

Donley Family Limited Partnership
Firm/Company

2235 Crump Road
Address

Winter Haven, FL 33881
City, State and Zip Code

keri@donleycitrus.com
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

Wes Donley at (863) 324-4564
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**

Donley Family Limited Partnership

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 September 29, 1998, assigned Florida document number A99000000177, 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

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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>
Gen. Ptr.	Terry W. Donley	2235 Crump Rd Winter Haven, FL 33881	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
Gen. Ptr.	Wesley Donley	2235 Crump Rd Winter Haven, FL 33881	<input checked="" 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
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

17 MAR 20 PM 2:38
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FLORIDA

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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.***)**

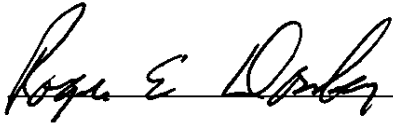
F. If amending any other information, enter change(s) here: *(Attach additional sheets, if necessary.)*

Effective date, if other than the date of filing: _____

(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:



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TALLAHASSEE, FLORIDA

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

DONLEY FAMILY LIMITED PARTNERSHIP

**APPOINTMENT AND ACCEPTANCE OF SUBSTITUTE GENERAL PARTNER,
ELECTION TO CONTINUE PARTNERSHIP,
AND CONSENT TO TRANSFERS**

WHEREAS, The Donley Family Limited Partnership, a Florida limited partnership (the "Partnership") was established by that certain Limited Partnership Agreement of Donley Family Limited Partnership, dated September 29, 1998 (the "Partnership Agreement").

WHEREAS, Terry W. Donley transferred all of his Limited Partnership Units to the Terry W. Donley Revocable Trust, dated the 14th day of July, 2000, as amended and restated (the "Terry Donley Trust"), by that certain Bill of Sale dated September 5, 2007.

WHEREAS, Roger E. Donley transferred all of his Limited Partnership Units to the Roger E. Donley Revocable Trust, dated the 21st day of July, 2000, as amended and restated (the "Roger Donley Trust"), by that certain Bill of Sale dated September 5, 2007.

WHEREAS, as of the date of said transfers, Terry W. Donley and Roger E. Donley were the only General Partners of the Partnership.

WHEREAS, Terry W. Donley died on August 3, 2008.

WHEREAS, pursuant to Article XIII, Section 13.5 of the Partnership Agreement, General Partners have the right to cause the Partnership to admit additional persons as General Partners of the Partnership as set forth therein.

WHEREAS, the General Partners and Limited Partners desire to admit Wesley Donley as an additional General Partner of the Partnership, and Wesley Donley desires to serve as an additional General Partner of the Partnership.

WHEREAS, the General Partners and Limited Partners also desire to ratify and consent to the transfers stated above.

NOW THEREFORE, for and in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Partnership, the General Partners and the Limited Partners all hereby state and agree as follows:

1. Recitals and Defined Terms. The above stated recitals are true and correct and are incorporated herein by reference. Any capitalized terms set forth herein not otherwise defined herein shall have the meaning ascribed to such term in the Partnership Agreement.

2. Admission of Additional General Partner: Wesley Donley is hereby elected and admitted as a General Partner of the Partnership effective immediately. The General Partners of the Partnership are now Roger E. Donley and Wesley Donley. By execution of this document,

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Wesley Donley hereby accepts his appointment as General Partner of the Partnership, and covenants that he will faithfully discharge all duties of his office as a General Partner.

3. Election to Continue Partnership. As a result of the death of Terry W. Donley, the General Partners, joined by all other parties hereto, hereby elect to continue the Partnership as set forth in Article XIII, Section 13.3 of the Partnership Agreement.

4. Consent to Transfers. The parties acknowledge and affirm that: (i) Terry W. Donley transferred his units and interests in the Partnership to the Terry Donley Trust; (ii) Roger E. Donley transferred his units and interests in the Partnership to the Roger Donley Trust; and (iii) Terry W. Donley is now deceased and that his units and interests in the Partnership shall pass to a Marital Share trust for the benefit of his surviving spouse, and outright or to a Family Share trust for the benefit of his children, pursuant to the provisions of the Terry W. Donley Revocable Trust. All such transferred units and interests in the Partnership are referred to collectively as the "Partnership Interests".

The undersigned acknowledge that they may or do have certain buy-out rights or rights-of-refusal regarding the Partnership Interests in the company transferred as set forth above, by virtue of any existing partnership agreements, or other such agreements among the parties which do or may concern the sale and purchase of any of the Partnership Interests, including but not limited to, the Partnership Agreement dated September 29, 1998 referenced above (all collectively the "Owner Agreements"). The undersigned approve, ratify and consent to the transfers of Partnership Interests as set forth above, and hereby relinquish and waive any and all buy out rights, rights of first refusal, notice requirements, transfer restrictions, purchase options, purchase price calculation methods, payment schedules and any other matters concerning the purchase and sale of the Partnership Interests set forth in any of the Owner Agreements, as a result of the above referenced transfers and as a result of the death of Terry W. Donley. This provision shall constitute an amendment to the Owner Agreements to the extent necessary to effectuate the matters set forth herein. This provision shall constitute a waiver only as to the matters stated herein and shall not constitute a continuing waiver of any rights or matters in any of the Owner Agreements.

3. Substitute Limited Partners: The undersigned hereby admit the Terry Donley Trust, the Roger Donley Trust, the Marital Share trust established under the Terry Donley Trust, the Family Share trust established under the Terry Donley Trust, the respective trustees thereof, and the children of Terry Donley, as applicable, all as Substitute Limited Partners of the Partnership as set forth in the above referenced Partnership Agreement.

4. Ratification. Except as amended herein, the Partnership, the General Partners and Limited Partners hereby ratify and confirm all other provisions of the Partnership Agreement and all other prior acts of the Limited Partners and General Partners prior to the date hereof.

SIGNATURES ON FOLLOWING PAGES

IN WITNESS WHEREOF, the parties have executed this instrument effective as of the
_____ day of October, 2008.

Signed, sealed and delivered
in the presence of:

The Partnership:

DONLEY FAMILY
LIMITED PARTNERSHIP

Amy L. Carter
Print Name → Amy L. Carter

By: Roger L. Donley
ROGER L. DONLEY, AS GENERAL
PARTNER

Misty Hawkins
Print Name → Misty Hawkins

Amy L. Carter
Print Name → Amy L. Carter

By: Wesley L. Donley
WESLEY DONLEY, AS GENERAL
PARTNER

Misty Hawkins
Print Name → Misty Hawkins

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The General Partners:

Amy L. Carter
Print Name → Amy L. CARTER

Roger E. Donley
ROGER E. DONLEY

Misty Hawkins
Print Name → Misty Hawkins

Amy L. Carter
Print Name → Amy L. CARTER

Wesley Donley
WESLEY DONLEY

Misty Hawkins
Print Name → Misty Hawkins

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The Limited Partners:

Amy L. Carter
Print Name → Amy L. Carter

Roger E. Donley
ROGER E. DONLEY, as trustee of the
Roger E. Donley Revocable Trust, date
July 21st, 2000

Misty Hawkins
Print Name → Misty Hawkins

Amy L. Carter
Print Name → Amy L. Carter

Laura Donley
LAURA DONLEY, as successor co-
trustee of the Terry W. Donley Revocable
Trust, dated the 14th day of July, 2000

Misty Hawkins
Print Name → Misty Hawkins

Amy L. Carter
Print Name → Amy L. Carter

Wesley Donley
WESLEY DONLEY, as successor co-
trustee of the Terry W. Donley Revocable
Trust, dated the 14th day of July, 2000

Misty Hawkins
Print Name → Misty Hawkins

Shirley L. Beasley
Print Name → Shirley L. Beasley

Roger A. Ingley
ROGER INGLEY, as successor co-trustee
of the Terry W. Donley Revocable Trust,
dated the 14th day of July, 2000

Shiek Albritton
Print Name → Shiek Albritton

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JACKSONVILLE, FLORIDA

**DONLEY FAMILY TRUST, DATED
SEPTEMBER 29, 1998**

Amy L. Carter
Print Name → Amy L. Carter

Roger E. Donley
By: **ROGER E. DONLEY**, as co-trustee

Misty Hawkins
Print Name → Misty Hawkins

Amy L. Carter
Print Name → Amy L. Carter

Wesley Donley
By: **WESLEY DONLEY**, as co-trustee

Misty Hawkins
Print Name → Misty Hawkins

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