FILED SECRETARY OF STATE DIVISION OF CORPORATIONS Poyal American

Laura Pippin

1002 W. 2312 Street, Ste. 400

Address 97 JUL 29 AM 11:09 Panama City, FC 32405 City/State/Zip Phone # (904) 769-8981 Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. Housing Partners of Ganesville FL, Ltd.
Corporation Name) (Document #) (Corporation Name) (Document #) 3. (Corporation Name) (Document #) (Corporation Name) (Document #) Pick up time Walk in Certified Copy Photocopy Will wait Mail out Certificate of Status AMENDMENTS NEW FILINGS Profit Amendment Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Other Merger REGISTRATION/ QUALIFICATION OTHER FILINGS Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Other

Examiner's Initials KWW

FILED SECRETARY OF STATE OIVISION OF CORPORATIONS Dyal American
Requestor's Name
aura Pippin 97 JUL 29 AM 11:09 LOOD W. 23/d Street, 5te. 400 Address Panama City, FC 32405 City/State/Zip Phone # (904) 769-8981 Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. Housing Partners of Ganesville FL, Ltd.
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Examiner's Initials

DOCUMENT NO. A97000000523

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP **PURSUANT TO FLORIDA STATUTES 620.109** OF

HOUSING PARTNERS OF GAINESVILLE, FL., LTD.

A. Name HOUSING PARTNERS OF GAINESVILLE,

FL., LTD.

B. Address 1002 W. 23rd Street, Suite 400

Panama City, Florida 32405

C. Registered Agent Robert F. Henry, III

> 1002 W. 23rd Street, Suite 400 Panama City, Florida 32405

D. General Partner Royal American Development, Inc.

> 1002 W. 23rd Street, Suite 400 Panama City, Florida 32405

E. Mailing Address 1002 W. 23rd Street, Suite 400

Panama City, Florida 32405

F. Latest Dissolution Date December 31, 2058

G. Date of Filing of

Original Certificate February 28, 1997

H. Date of Amended

Certificate July 1, 1997

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Housing Partners of Gainesville, Fl., Ltd., which is being filed contemporaneously with this Certificate of Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

Robert F. Henry, III

Vice President

I, Lauretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Robert F. Henry, III, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing Certificate of Amendment to Certificate of Limited Partnership are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Subscribed and sworn to before me on this 25^{4} day of $\frac{25^{4}}{25^{4}}$ day of $\frac{25^{4}}{25^{4}}$, 1997.

Lauretta J. Pippin

Notary Public, State of Florida Commission No. CC580056 My Commission Expires:

August 27, 2000

August 21, 2000

97 JUL 29 LM 11: 00

(Notary's Seal)

LAURETTA J. PIPPIN Notary Public - State of Florida My Commission Expires Aug. 27, 2000 Commission No. CC 580056

FIRST AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF HOUSING PARTNERS OF GAINESVILLE, FL., LTD.

SECRETARY OF STATE ORYGINS OF CORPORATIONS

THIS FIRST AMENDMENT to the Limited Partnership Agreement and Certificate of Limited Partnership (the "Agreement") is made and entered into as of the 1st day of July, 1997, by and among the undersigned parties.

RECITALS:

- A. Housing Partners of Gainesville, Fl., Ltd. (the "Partnership") is a State of Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership filed on February 28, 1997 (the "Partnership Agreement").
- B. Pursuant to an Agreement of Assignment and Acceptance, Community First, Inc. assigned and transferred its right, title and interest in a 99.0% interest as a Limited Partner of the Partnership to First Spectrum, Inc. as Assignee. As a consequence of such assignment and transfer, the Assignor ceased to be a Limited Partner of the Partnership. The Assignor desires that the Assignee be substituted as a Limited Partner of the Partnership to the extent of the 99.0% Limited Partnership Interest transferred and assigned by the Assignor to the Assignee.
- C. The parties hereto desire to amend the Limited Partnership Agreement and Certificate of Limited Partnership to reflect the aforesaid transfer of the partnership interest and the substitution of the Assignee as a partner of the Partnership.
- 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 Housing Partners of Gainesville, Fl., Ltd. is amended to provide as follows:
- 1. Exhibit A of 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.
- 2. It is further provided and agreed that (i) the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 99.0% limited partner interest assigned to it by the Assignor; (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 terms "Partner(s)" or "Limited Partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the Assignee to the extent of the 99.0% limited

partner interest assigned to it; and (iv) the execution of this First Amendment by the Assignee shall constitute the agreement of the Assignee as a Limited Partner, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

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

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

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By: Robert F. Henry, III

Vice President

ASSIGNEE AND INCOMING LIMITED PARTNER:

FIRST SPECTRUM, INC.

[SEAL]

Robert F. Heilty, 111

President

By:

ASSIGNOR AND WITHDRAWING LIMITED PARTNER:

COMMUNITY FIRST, INC.

By: Oy (SEAL)

Raymond E. Powell

President

EXHIBIT A

HOUSING PARTNERS OF GAINESVILLE, FL., LTD. LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

SECRETARY OF STATE STATE OF CORPORATIONS
97 JUL 29 AM 11: 09

NAME AND ADDRESS	CAPITAL CONTRIBUTION	PARTNERSHIP
GENERAL PARTNER: Royal American Development, Inc.	\$ 1.00	1.0%
1002 W. 23rd Street, Suite 400 Panama City, FL 32405		
LIMITED PARTNER:		
First Spectrum, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$99.00	99.0%
	\$100.00	100.0%

Personally appeared before me, a notary public in and for said county and state, ROHENRY, III as a duly authorized officer of ROYAL AMERICAN DEVELOPMENT, INCOMPOSED whom I am personally acquainted or who has provided as satisfactory identification, and who has acknowledged that ROYAL AMERICAN DEVELOPMENT, INC. is a party to the foregoing and annexed Amendment to the Limite Partnership Agreement and Certificate of Limited Partnership of HOUSING PARTNERS GAINESVILLE, FL., LTD., and that the facts relating to the said ROYAL AMERICAN DEVELOPMENT, INC. set forth in said Amendment are true and correct, and the said ROYAL AMERICAN DEVELOPMENT, INC., acknowledged the executed said Amendment as his free act and deed for the purposes contained therein.	C., with ed OF OBER	th kT F.
Printed Name: Commission No.: Expiring on: Subscribed and sworm to before me on this 25 day of July, 1977. LAURETTA J. PIPPIN Notary Public - State of Florida My Commission Expires Aug. 27, 2000 Commission No. CO 580058	97 旭 29 番目: 09	SECRETARY OF STATE
STATE OF FLORIDA COUNTY OF BAY		
Personally appeared before me, a notary public in and for said county and state, Re HENRY, III as a duly authorized officer of FIRST SPECTRUM, INC., with whom I am pacquainted or who has provided as satisfactory identificate who has acknowledged that FIRST SPECTRUM, INC. is a party to the foregoing and ann Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership	erson ion, a exed	ally

Subscribed and sworn to before me on this 25 day of <a href="https://doi.org/1927.

NOTARY PUBLIC

Amendment as his free act and deed for the purposes contained therein.

HOUSING PARTNERS OF GAINESVILLE, FL., LTD., and that the facts relating to the said FIRST SPECTRUM, INC. set forth in said Amendment are true and correct, and the said ROBERT F. HENRY, III, on behalf of FIRST SPECTRUM, INC., acknowledged to me that he executed said

Printed Name: Commission No.:

Expiring on:

LAURETTA J. PIPPIN
Notary Public - State of Florida
My Commission Expires Aug. 27, 2000
Commission No. CC 580056

Personally app	eared before me, a notary publ	lic in and for said county and state	, RAYMOND
E. POWELL as a duly	authorized officer of COMMI	UNITY FIRST, INC., with whom	I am
personally acquainted	or who has provided	as satisfact	ory
identification, and who	has acknowledged that COM	MUNITY FIRST, INC. is a party	to the
foregoing and annexed	l Amendment to the Limited P	artnership Agreement and Certific	cate of
Limited Partnership of	HOUSING PARTNERS OF	GAINESVILLE, FL., LTD., and t	hat the facts
relating to the said CC	MMUNITY FIRST, INC. set	forth in said Amendment are true	and correct,
and the said RAYMO	ND E. POWELL, on behalf of	COMMUNITY FIRST, INC., ack	cnowledged to
me that he executed sa	id Amendment as his free act	and deed for the purposes contained	ed therein.
Subscribed and	I sworn to before me on this c	25 day of 9 , 19	<u>7</u> .
NOTARY PUBLIC	1 (1006.30		DIVISION 97 JUL
Printed Name:			~ ~ ≥≥
Commission No.:	LAURETTA J. PIPPIN		9 CX
Expiring on:	Notary Public - State of FI My Commission Expires Aug. Commission No. CC 580	27, 20 00	OF S IRPOR
			ATIO

A9700000534



ROYAL AMERICAN MANAGEMENT, INC. ROYAL AMERICAN DEVELOPMENT, INC. ROYAL AMERICAN CONSTRUCTION CO., INC.

July 25, 1997

Via Federal Express

Florida Department of State Division of Corporations Partnership Amendment Section 409 East Gaines Street Tallahassee, FL 32399

RE: Housing Partners of Panama City, Fl., Ltd. - Doc #9700000524

Housing Partners of Gainesville, Ltd. - Doc #97000000523

Gentlemen:

Enclosed are two originals of the <u>First Amendment to Limited Partnership Agreement and Certificate of Limited Partnership</u> for the above referenced partnerships, along with two checks for \$105.00 each representing the filing fee of \$52.50 and certified copy fee of \$52.50.

Please return the certified copy of each amendment to our office in the enclosed FedEx package.

If you should have any questions or require additional information, please do not hesitate to contact our office.

Thank you for your assistance in this regard.

Sincerely,

Laura Pippin 🕽

Enclosures: as stated

SECRETARY OF STATE DIVISION OF CORPORATIONS

A97-524

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP PURSUANT TO FLORIDA STATUTES 620,109

OF

HOUSING PARTNERS OF PANAMA CITY, FL., LTD.

A. Name HOUSING PARTNERS OF PANAMA

CITY, FL., LTD.

B. Address 1002 W. 23rd Street, Suite 400

Panama City, Florida 32405

C. Registered Agent Robert F. Henry, III

> 1002 W. 23rd Street, Suite 400 Panama City, Florida 32405

D. General Partner Royal American Development, Inc.

1002 W. 23rd Street, Suite 400 Panama City, Florida 32405

E. Mailing Address 1002 W. 23rd Street, Suite 400

Panama City, Florida 32405

F. Latest Dissolution Date December 31, 2058

G. Date of Filing of

Original Certificate February 28, 1997

H. Date of Amended

Certificate July 1, 1997

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Housing Partners of Panama City, Fl., Ltd., which is being filed contemporaneously with this Certificate of Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

Vice President

I, Lauretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Robert F. Henry, III, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing Certificate of Amendment to Certificate of Limited Partnership are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Lauretta J. Pippin

Notary Public, State of Florida Commission No. CC580056

My Commission Expires:

August 27, 2000

LAURETTA J. PIPPIN Notary Public - State of Florida My Commission Expires Aug. 27, 2000 Commission No. CC 580058 SECRETARY OF STATE
DIVISION OF CORPORATION

(Notary's Seal)

FIRST AMENDMENT TO LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF HOUSING PARTNERS OF PANAMA CITY, FL., LTD.

SEGRETARY OF STATE DIVISION OF CORPORATIONS
97 JUL 29 AM II: 08

THIS FIRST AMENDMENT to the Limited Partnership Agreement and Certificate of Limited Partnership (the "Agreement") is made and entered into as of the 1st day of July, 1997, by and among the undersigned parties.

RECITALS:

- A. Housing Partners of Panama City, Fl., Ltd. (the "Partnership") is a State of Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership filed on February 28, 1997 (the "Partnership Agreement").
- B. Pursuant to an Agreement of Assignment and Acceptance, Community First, Inc. assigned and transferred its right, title and interest in a 99.0% interest as a Limited Partner of the Partnership to First Spectrum, Inc. as Assignee. As a consequence of such assignment and transfer, the Assignor ceased to be a Limited Partner of the Partnership. The Assignor desires that the Assignee be substituted as a Limited Partner of the Partnership to the extent of the 99.0% Limited Partnership Interest transferred and assigned by the Assignor to the Assignee.
- C. The parties hereto desire to amend the Limited Partnership Agreement and Certificate of Limited Partnership to reflect the aforesaid transfer of the partnership interest and the substitution of the Assignee as a partner of the Partnership.
- 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 Housing Partners of Panama City, Fl., Ltd. is amended to provide as follows:
- 1. Exhibit A of 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.
- 2. It is further provided and agreed that (i) the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 99.0% limited partner interest assigned to it by the Assignor; (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 terms "Partner(s)" or "Limited Partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the Assignee to the extent of the 99.0% limited

partner interest assigned to it; and (iv) the execution of this First Amendment by the Assignee shall constitute the agreement of the Assignee as a Limited Partner, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

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

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

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By:

Robert F. Henry, III
Vice President

ASSIGNEE AND INCOMING LIMITED PARTNER:

FIRST SRECTRUM, INC.

Robert F. Henry III

President

By:

ASSIGNOR AND WITHDRAWING

[SEAL]

LIMITED PARTNER:

COMMUNITY FIRST, INC.

Raymond El Powell

President

EXHIBIT A

HOUSING PARTNERS OF PANAMA CITY, FL., LTD. LIMITED PARTNERSHIP AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP

SECRETARY OF STATE
DIVISION OF CORPORATIONS

NAME AND ADDRESS	CAPITAL CONTRIBUTION	PARTNERSHIF INTEREST
GENERAL PARTNER:	•	
Royal American Development, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$ 1.00	1.0%
LIMITED PARTNER:		
First Spectrum, Inc. 1002 W. 23rd Street, Suite 400 Panama City, FL 32405	\$99.00	99.0%
	\$100.00	100.0%

Personally appe	ared before me, a notary i	oublic in and for said county	y and state, ROBERT F.
HENRY, III as a duly a	uthorized officer of ROY	AL AMERICAN DEVELO	
	cquainted or who has pro	ovided	as
<u> </u>		ng and annexed Amendmen	
Partnership Agreement	and Certificate of Limited	d Partnership of HOUSING	PARTNERS OF
		elating to the said ROYAL	
		ment are true and correct, a DEVELOPMENT, INC., a	
		deed for the purposes conta	
		\sim \sim	On
Subscribed and	sworn to before me on thi	is	1900.
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	•		- 2: - 2:
Printed Name:	LAURETTA J. P	IPPIN	
Commission No.: _ Expiring on:	Notary Public - State My Commission Expires	Aug 27 2000	For For Fill
	Commission No. Co	580058	K OF SIMIE CRPORATION AM II: 08
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STATE OF FLORIDA COUNTY OF BAY			
COUNTION			
		public in and for said count	
-		T SPECTRUM, INC., with	
acquainted or who has p		, INC. is a party to the fore	ory identification, and
-		nt and Certificate of Limite	-
HOUSING PARTNER	S OF PANAMA CITY, F	L., LTD., and that the facts	relating to the said
		ndment are true and correct	
	act and deed for the purp	I, INC., acknowledged to m	ne that he executed said
Amendment as ms nec	act and deed for the purp	oses contained therein.	0-
Subscribed and	swom to before me on th	is 05 day of July	, 19 <u>{ 7</u> .
X di-AH	the man	V	-
NOTARY PUBLIC	of att.		
	•		
Printed Name:	141100000	ionii	
Commission No.: _ Expiring on:	LAURETTA J. P Notary Public - State	rof Florida	
Lapining on.	My Commission Expires Commission No. Co	Aug. 27, 2000	

Personally appeared before me, a notary public in and for said county and state, F	LAYMOND
E. POWELL as a duly authorized officer of COMMUNITY FIRST, INC., with whom I a	ım
personally acquainted or who has provided as satisfactor	y
identification, and who has acknowledged that COMMUNITY FIRST, INC. is a party to	the
foregoing and annexed Amendment to the Limited Partnership Agreement and Certificat	e of
Limited Partnership of HOUSING PARTNERS OF PANAMA CITY, FL., LTD., and th	at the facts
relating to the said COMMUNITY FIRST, INC. set forth in said Amendment are true an	d correct,
and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledges and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledges and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledges and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledges and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledges and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledges and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledges and the said RAYMOND E. POWELL AND THE SAID RESEARCH AND THE SAID RESEA	
me that he executed said Amendment as his free act and deed for the purposes contained	therein.
Subscribed and sword to before me on this 35 day of 0, 1997 NOTARY PUBLIC	
Printed Name:	97, TE
Commission No.:	Till Signs
Expiring on: Notary Public - State of Florida	25 25 64 76 76 76 76 76 76 76 76 76 76 76 76 76
My Commission Expires Aug. 27, 2000 Commission No. CC 580058	, 657 185
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