

A9700000524

Royal American

Requestor's Name
Laura Pippin

Address
1002 W. 23rd Street, Ste. 400

City/State/Zip
Panama City, FL 32405

Phone #

(904) 769-8981

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 29 AM 11:09

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Housing Partners of Gainesville FL Ltd.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

100002249471--9
-07/28/97--01125-006
****105.00 ****105.00

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)

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(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

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NEW FILINGS	
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☐	Merger

100002249471--9
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****105.00 ****105.00

OTHER FILINGS	
☐	Annual Report
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REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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

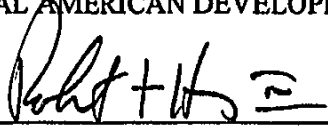
G. Date of Filing of
Original Certificate : February 28, 1997

H. Date of Amended
Certificate : July 1, 1997

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

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.

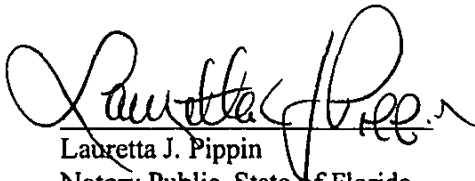
GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Robert F. Henry, III
Vice President

STATE OF FLORIDA
COUNTY OF BAY

I, Laurretta 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 25th day of July, 1997.



Laurretta J. Pippin
Notary Public, State of Florida
Commission No. CC580056
My Commission Expires:
August 27, 2000

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

(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.

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

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.

R E C I T A L S:

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

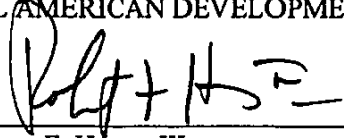
partner interest assigned to it; and (iv) the execution of this First Amendment by the Assignee shall constitute the agreement of the Assignee as a Limited Partner, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

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:

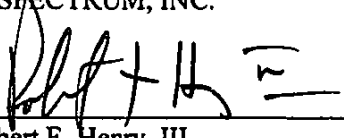
ROYAL AMERICAN DEVELOPMENT, INC.

By:  [SEAL]
Robert F. Henry, III
Vice President

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

ASSIGNEE AND INCOMING
LIMITED PARTNER:

FIRST SPECTRUM, INC.

By:  [SEAL]
Robert F. Henry, III
President

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

COMMUNITY FIRST, INC.

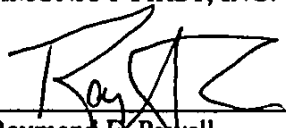
By:  [SEAL]
Raymond E. Powell
President

EXHIBIT A

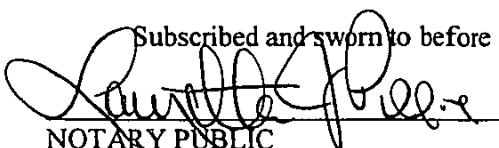
HOUSING PARTNERS OF GAINESVILLE, FL., LTD.
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

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

<u>NAME AND ADDRESS</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PARTNERSHIP INTEREST</u>
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%

STATE OF FLORIDA
COUNTY OF BAY

Personally appeared before me, a notary public in and for said county and state, ROBERT F. HENRY, III as a duly authorized officer of ROYAL AMERICAN DEVELOPMENT, INC., with 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 Limited Partnership Agreement and Certificate of Limited Partnership of HOUSING PARTNERS OF 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 ROBERT F. HENRY, III, on behalf of ROYAL AMERICAN DEVELOPMENT, INC., acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

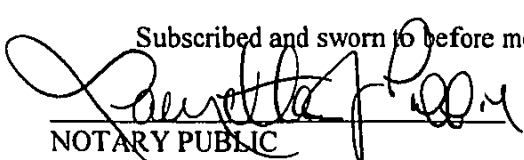
Subscribed and sworn to before me on this 25 day of July, 1997.

NOTARY PUBLIC

Printed Name: _____ LAURETTA J. PIPPIN
Commission No.: _____ Notary Public - State of Florida
Expiring on: _____ My Commission Expires Aug. 27, 2000
Commission No. CC 580058

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

STATE OF FLORIDA
COUNTY OF BAY

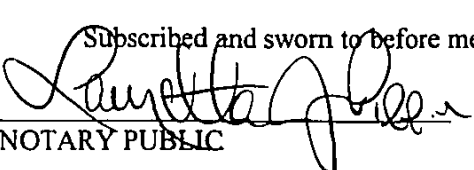
Personally appeared before me, a notary public in and for said county and state, ROBERT F. HENRY, III as a duly authorized officer of FIRST SPECTRUM, INC., with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that FIRST SPECTRUM, INC. is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of 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 Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 25 day of July, 1997.

NOTARY PUBLIC

Printed Name: _____ LAURETTA J. PIPPIN
Commission No.: _____ Notary Public - State of Florida
Expiring on: _____ My Commission Expires Aug. 27, 2000
Commission No. CC 580058

STATE OF FLORIDA
COUNTY OF BAY

Personally appeared before me, a notary public in and for said county and state, RAYMOND E. POWELL as a duly authorized officer of COMMUNITY FIRST, INC., with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that COMMUNITY FIRST, INC. is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of HOUSING PARTNERS OF GAINESVILLE, FL., LTD., and that the facts relating to the said COMMUNITY FIRST, INC. set forth in said Amendment are true and correct, and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 25 day of July, 1997.

NOTARY PUBLIC

Printed Name:
Commission No.:
Expiring on:

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

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

A97000000524



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 29 AM 11:08

RE: Housing Partners of Panama City, FL., Ltd. - Doc #97000000524
Housing Partners of Gainesville, Ltd. - Doc #97000000523

Gentlemen:

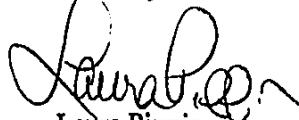
Enclosed are two originals of the First Amendment to Limited Partnership Agreement and Certificate of Limited Partnership for the above referenced partnerships, along with two checks for \$105.00 each representing the filing fee of \$52.50 and certified copy fee of \$52.50.

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

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-07/28/97-01125-005
***105.00 ***105.00

A97-524

KWM

729

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

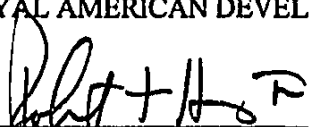
G. Date of Filing of
Original Certificate : February 28, 1997

H. Date of Amended
Certificate : July 1, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 29 AM 11:08

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.

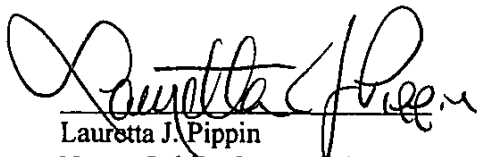
GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Robert F. Henry, III
Vice President

STATE OF FLORIDA
COUNTY OF BAY

I, Laretta 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 25th day of July, 1997.



Laretta 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 580056

97 JUL 29 AM 11:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS

(Notary's Seal)

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 29 AM 11:08

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.

R E C I T A L S:

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

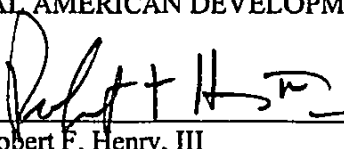
partner interest assigned to it; and (iv) the execution of this First Amendment by the Assignee shall constitute the agreement of the Assignee as a Limited Partner, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

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:

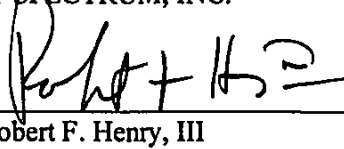
ROYAL AMERICAN DEVELOPMENT, INC.

By:  [SEAL]
Robert F. Henry, III
Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 29 AM 11:08

ASSIGNEE AND INCOMING
LIMITED PARTNER:

FIRST SPECTRUM, INC.

By:  [SEAL]
Robert F. Henry, III
President

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

COMMUNITY FIRST, INC.

By:  [SEAL]
Raymond E. Powell
President

EXHIBIT A

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

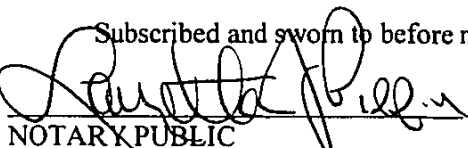
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 29 AM 11:08

<u>NAME AND ADDRESS</u>	<u>CAPITAL CONTRIBUTION</u>	<u>PARTNERSHIP INTEREST</u>
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%

STATE OF FLORIDA
COUNTY OF BAY

Personally appeared before me, a notary public in and for said county and state, ROBERT F. HENRY, III as a duly authorized officer of ROYAL AMERICAN DEVELOPMENT, INC., with 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 Limited Partnership Agreement and Certificate of Limited Partnership of HOUSING PARTNERS OF PANAMA CITY, 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 ROBERT F. HENRY, III, on behalf of ROYAL AMERICAN DEVELOPMENT, INC., acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 25 day of July, 1997.


NOTARY PUBLIC

Printed Name:
Commission No.:
Expiring on:

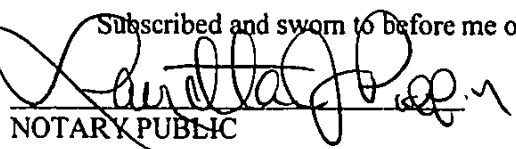
LAURETTA J. PIPPIN
Notary Public - State of Florida
My Commission Expires Aug. 27, 2000
Commission No. CC-580058

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

STATE OF FLORIDA
COUNTY OF BAY

Personally appeared before me, a notary public in and for said county and state, ROBERT F. HENRY, III as a duly authorized officer of FIRST SPECTRUM, INC., with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that FIRST SPECTRUM, INC. is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of HOUSING PARTNERS OF PANAMA CITY, 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 Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 25 day of July, 1997.


NOTARY PUBLIC

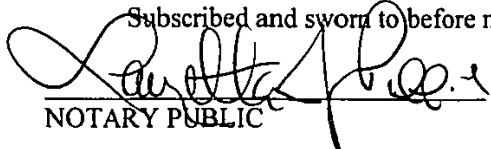
Printed Name:
Commission No.:
Expiring on:

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

STATE OF FLORIDA
COUNTY OF BAY

Personally appeared before me, a notary public in and for said county and state, RAYMOND E. POWELL as a duly authorized officer of COMMUNITY FIRST, INC., with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that COMMUNITY FIRST, INC. is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of HOUSING PARTNERS OF PANAMA CITY, FL., LTD., and that the facts relating to the said COMMUNITY FIRST, INC. set forth in said Amendment are true and correct, and the said RAYMOND E. POWELL, on behalf of COMMUNITY FIRST, INC., acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 25 day of July, 1997.


NOTARY PUBLIC

Printed Name: _____

Commission No.: _____

Expiring on: _____

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 29 AM 11:08