

A01900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

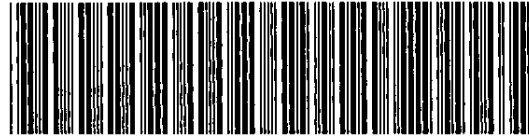
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600236230146

06/21/12--01003--001 **1050.00

FILED

2012 JUN 21 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

JUL -2 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COLLEGE HOUSING, LTD. DOC #A01900
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:

LAURA PIPPIN
Contact Person
ROYAL AMERICAN
Firm/Company
1002 W. 23RD STREET, SUITE 400
Address
PANAMA CITY, FL 32405
City, State and Zip Code
laura.pippin@royal-american.com
E-mail address: (to be used for future annual report notification)

FILED
2012 JUN 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Laura Pippin at (850) 769-8981
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

EIGHTH AMENDMENT
TO CERTIFICATE
OF LIMITED PARTNERSHIP
OF
COLLEGE HOUSING, LTD.

FILED
2012 JUN 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 5th day of July, 2011, but is accepted by COLLEGE HOUSING, LTD. as of June 1, 2011, by and between (i) JOSEPH F. CHAPMAN, III and ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "General Partners"); (ii) the ESTATE OF CHAIM ZELMANOWICZ, (hereinafter referred to as the "Assignor"); and (iii) SOUTHERN COASTAL MORTGAGE COMPANY (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. COLLEGE HOUSING, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership having filed its original Certificate of Limited Partnership with the Florida Secretary of State on March 23, 1972, assigned Florida document number A01900, and is presently existing pursuant to the Limited Partnership Agreement dated as of January 11, 1972, (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Assignment and Sale Agreement, the Assignor sold, assigned and transferred the Assignor's entire right, title and interest to its partnership interest as a Limited Partner of the Partnership to the Assignee.

C. It is the desire of the parties that the Assignee be substituted as a Limited Partner of the Partnership to the extent of the limited partnership interest assigned to the Assignee by the Assignor, and that pursuant to such desire, the Partnership Agreement be amended to reflect said substitution and the withdrawal of the Assignor as a Limited 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 Partnership Agreement of COLLEGE HOUSING, LTD. is amended to provide as follows:

1. The Assignor hereby withdraws as a Limited Partner of the Partnership. The Partnership hereby accepts such withdrawal and said Assignor shall hereafter cease to be a Limited Partner of the Partnership.

2. 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.

FILED
2012 JUN 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. It is further provided and agreed that the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the limited partner interest assigned by the Assignor; (i) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (ii) 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 limited partner interest assigned by the Assignor; and (iii) the execution of this Amendment by the Assignee shall constitute the agreement of the Assignee as a Limited Partner, to all of the terms and provisions of the Partnership Agreement, as amended.

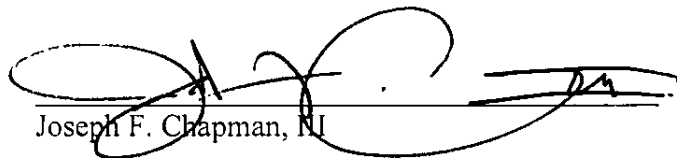
4. Except as hereby amended, the Partnership Agreement, as amended, is ratified and affirmed in all respects.

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

WITNESS:

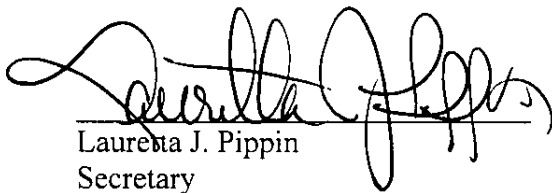


GENERAL PARTNERS:



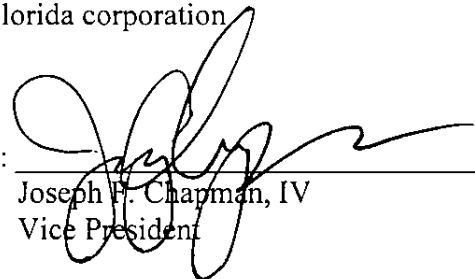
Joseph F. Chapman, III

ATTEST:

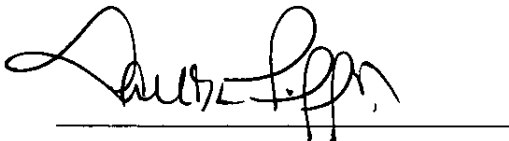


Lauretta J. Pippin
Secretary

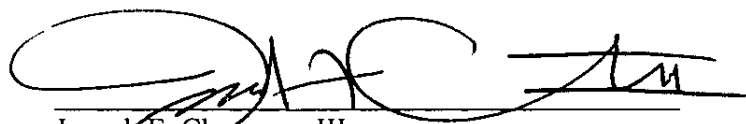
ROYAL AMERICAN DEVELOPMENT, INC.,
a Florida corporation

By: 
Joseph F. Chapman, IV
Vice President

WITNESS:



LIMITED PARTNERS:



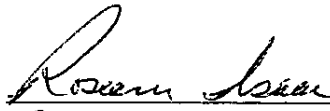
Joseph F. Chapman, III
General Partner
Attorney-in-Fact

FILED
2012 JUN 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

ESTATE OF CHAIM ZELMANOWICZ

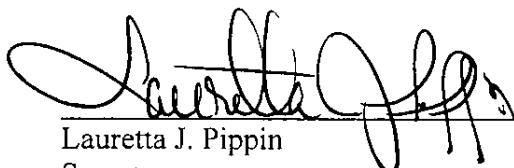

Roseann ISAAC

By: 
Rebecca Rich, Executor

ATTEST:

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

SOUTHERN COASTAL MORTGAGE COMPANY,
a Florida corporation


Laurretta J. Pippin
Secretary

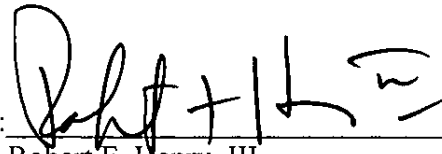
By: 
Robert F. Henry, III
President

EXHIBIT A
COLLEGE HOUSING, LTD.
CERTIFICATE
OF
LIMITED PARTNERSHIP

FILED
 2012 JUN 21 PM 3:32
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Name and Address

Percentage of
Partnership Interest

GENERAL PARTNERS:

Joseph F. Chapman, III	1.00%
Royal American Development, Inc.	1.00%

LIMITED PARTNERS:

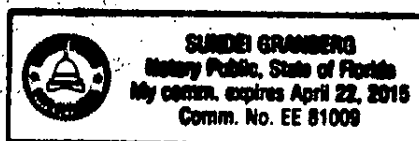
Chapman Associates, Ltd.	46.00%
Peggy Akers	2.083%
Donald P. Douglass	2.083%
Gail Escue	2.083%
Roslyn Bennett	6.25%
Norman Cohn	6.25%
Eastwood Investors V, LLC	6.25%
Ralph E. Elliott, Jr.	2.00%
Eugene Feiner	6.25%
Marvin Schlanger	12.50%
Southern Coastal Mortgage Company	6.25%

FILED
2012 JUN 21 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 5 day of July, 2011, by Joseph F. Chapman, IV as Vice President of Royal American Development, Inc., a Florida corporation, who is (☒) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned and on behalf of said entity.

Sundei Granberg
NOTARY PUBLIC

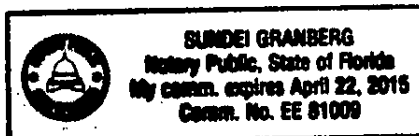


Printed Name: _____
Commission No.: _____
Expiring on: _____

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 5 day of July, 2011, by Joseph F. Chapman, III, who is (☒) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

Sundei Granberg
NOTARY PUBLIC



Printed Name: _____
Commission No.: _____
Expiring on: _____

STATE OF New York)
) SS:
 COUNTY OF Westchester

The foregoing instrument was acknowledged before me this 16 day of June, 2011, by Rebecca Rich as Executor of the Estate of Chaim Zelmanowicz, who is () personally known to me or who has (☒) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

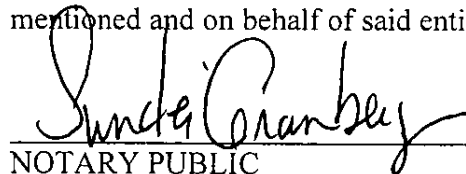

 NOTARY PUBLIC

Printed Name: Lisa Dorado
 Commission No.: 01DO6183995
 Expiring on: 4/28/2012

Lisa C. Dorado
Notary Public State of New York
No. 01DO6183995
Commission Expires 04/28/2012

STATE OF FLORIDA)
) SS:
 COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 5 day of July, 2011, by Robert F. Henry III as President of Southern Coastal Mortgage Company, a Florida corporation, who is (☒) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned and on behalf of said entity.


 NOTARY PUBLIC

Printed Name: _____
 Commission No.: _____
 Expiring on: _____

