

A01900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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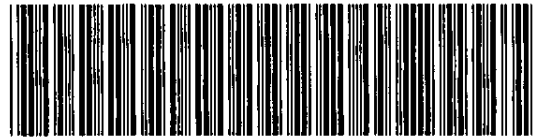
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

AUG 13 2013  
D. BUTLER

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

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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

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

[Pursuant to the provisions of Section 620.1202, Florida Statutes]

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13 AUG - 8 PM 2:19  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

THIS AMENDMENT is made and entered into as of the 22<sup>nd</sup> day of July, 2013, and is accepted by COLLEGE HOUSING, LTD. as of January 1, 2013, by and between (i) JOSEPH F. CHAPMAN, III and ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "General Partners"); (ii) EASTWOOD INVESTORS V, LLC (hereinafter referred to as the "Assignor"); and (iii) BELVERON PARTNERS FUND II, LP, a California limited partnership (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

R E C I T A L S:

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 of Partnership Interest, 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.

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

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.

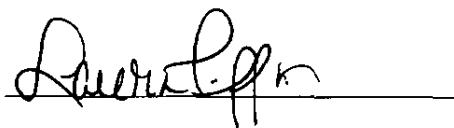
4. Except as hereby amended, the Partnership Agreement, as amended, is ratified and affirmed in all respects.

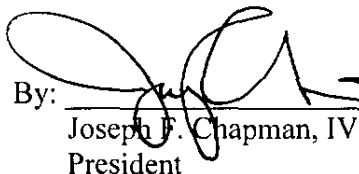
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

GENERAL PARTNERS:

WITNESS:

ROYAL AMERICAN DEVELOPMENT, INC.,  
a Florida corporation



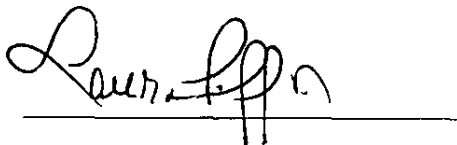
By:   
Joseph F. Chapman, IV  
President

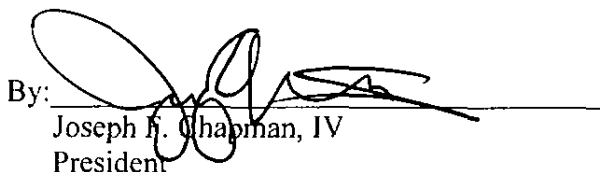
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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

LIMITED PARTNERS:

WITNESS:

By: Royal American Development, Inc., General  
Partner and Attorney-in-Fact for all Limited  
Partners




By:   
Joseph F. Chapman, IV  
President

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

WITNESS:

EASTWOOD INVESTORS V, LLC  
By: C&N Manager, Inc., Manager

  
\_\_\_\_\_

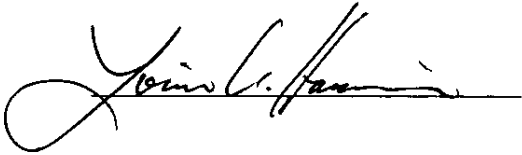
By:   
\_\_\_\_\_ Anthony A. Nickas, President

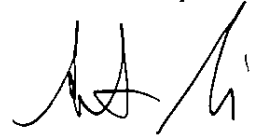
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TALLAHASSEE, FLORIDA

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

WITNESS:

BELVERON PARTNERS FUND II, LP  
a California limited partnership

A handwritten signature in cursive script, appearing to read "John C. [unclear]", written over a horizontal line.

By:   
Its Managing Member

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13 AUG -8 PM 2:19  
SOUTHERN DISTRICT OF CALIFORNIA

EXHIBIT A  
COLLEGE HOUSING, LTD.  
CERTIFICATE  
OF  
LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Joseph F. Chapman, III	1.00%
Royal American Development, Inc.	1.00%
<u>LIMITED PARTNERS:</u>	
Chapman Associates, Ltd.	46.00%
Belveron Partners Fund II, LP	6.25%
Roslyn Bennett	6.25%
Donald P. Douglass	2.0833%
Gail Escue	2.0833%
Norman Cohn	6.25%
Ralph E. Elliott, Jr.	2.00%
Eugene Feiner	6.25%
Marvin Schlanger	12.50%
Southern Coastal Mortgage Company	8.3334%

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SOUTHERN COASTAL MORTGAGE COMPANY

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF BAY        )

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of July, 2013, by Joseph F. Chapman, IV, 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



LAURETTA J PIPPIN  
MY COMMISSION # EE 215906  
EXPIRES: August 27, 2016  
Bonded Thru Budget Notary Services

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

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13 AUG - 6 PM 2:19  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA



*Commonwealth*

STATE OF MASSACHUSETTS )  
 ) SS:  
COUNTY OF SUFFOLK )

The foregoing instrument was acknowledged before me this 10th day of July, 2013, by Anthony A. Nickas, 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.

*Laurice Mulherin*  
NOTARY PUBLIC

Printed Name: Laurice Mulherin  
Commission No.: \_\_\_\_\_

Expiring on: Aug 30, 2014

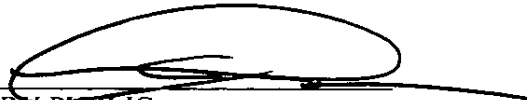


Laurice L. Mulherin  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
May 30, 2014

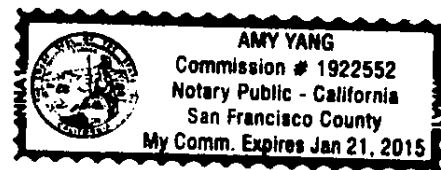
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STATE OF CALIFORNIA           )  
  ) SS:  
COUNTY OF SAN FRANCISCO    )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of July, 2013, by Grant Sister, 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: Amy Yang  
Commission No.: 1922552  
Expiring on: 1/21/2015



FILED  
13 AUG -8 PM 2:20  
SAN FRANCISCO, CALIF.