

A01900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

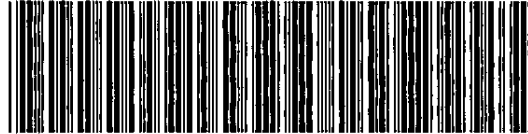
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 18 2015

S. YOUNG

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COLLEGE HOUSING, LTD. - DOC. NO. 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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15 NOV 17 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Laura Pippin

Name of Contact Person

at (850) 769-8981

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

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

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

THIS AMENDMENT is made this 31st day of December, 2014, by and between (i) JOSEPH F. CHAPMAN, III and ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "General Partners"); and (ii) the Limited Partners whose names are listed in the Certificate as amended.

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 A019003 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, Eugene Feiner (hereinafter referred to as "Assignor") sold, assigned and transferred his entire right, title and interest to a 6.25% partnership interest as a Limited Partner of the Partnership to Southern Coastal Mortgage Company and Belveron Partners Fund III, LP (hereinafter referred to as "Assignee", or collectively as "Assignees").

C. In addition, pursuant to an Assignment and Sale Agreement, the Estate of Ralph E. Elliott, Jr. (hereinafter referred to as "Assignor") sold, assigned and transferred its entire right, title and interest to a 2.00% partnership interest as a Limited Partner of the Partnership to Southern Coastal Mortgage Company (hereinafter referred to as "Assignee".)

D. It is the desire of the parties that the Partnership Agreement be amended to reflect the assignment of the partnership interest to the Assignees and the withdrawal of each 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. Each Assignor hereby withdraws as a Limited Partner of the Partnership. The Partnership hereby accepts such withdrawal and each 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 each Assignee shall be and hereby is a Limited Partner of the Partnership to the full extent of the limited partner interest assigned by each Assignor; (i) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said assignment; (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 each Assignee to the extent of the limited partner interest assigned by each Assignor; and (iii) each Assignee agrees to be bound by all terms and provisions of the Partnership Agreement, as amended.

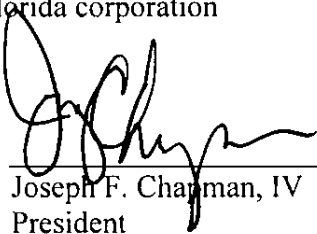
4. Except as hereby amended, the Partnership Agreement, as amended, is ratified and affirmed in all respects.

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

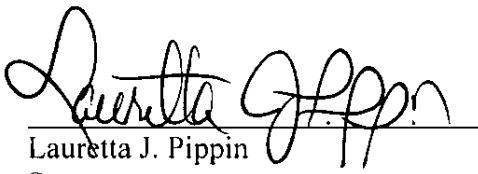
GENERAL PARTNERS:

ROYAL AMERICAN DEVELOPMENT, INC.
a Florida corporation

By:


Joseph F. Chapman, IV
President

ATTEST:

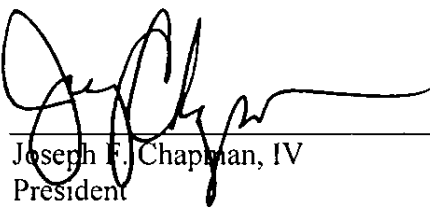

Laurretta J. Pippin
Secretary

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15 NOV 17 4:32 PM
STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

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

By:


Joseph F. Chapman, IV
President

ATTEST:

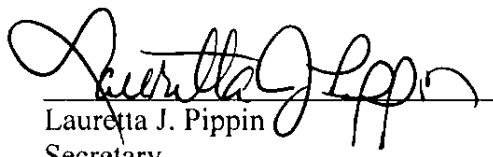

Laurretta J. Pippin
Secretary

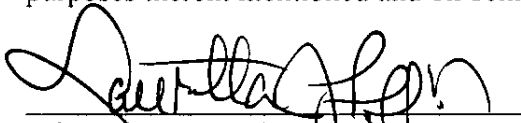
EXHIBIT A
COLLEGE HOUSING, LTD.
CERTIFICATE
OF
LIMITED PARTNERSHIP

<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%
Belveron Partners Fund II Sidecar LP	0.8635%
Belveron Partners Fund III, LP	3.125%
Roslyn Bennett	6.25%
Norman Cohn	6.25%
Donald P. Douglass	2.0833%
Marvin Schlanger	12.8563%
Southern Coastal Mortgage Company	14.3219%

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

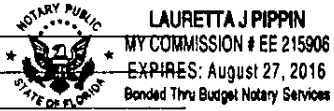
STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 31 day of Dec, 2014, 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 and on behalf of said entity.



NOTARY PUBLIC

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



FILED
15 NOV 17 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

FILED
15 NOV 17 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT is made this 31st day of December, 2014, by and between (i) JOSEPH F. CHAPMAN, III and ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "General Partners"); and (ii) the Limited Partners whose names are listed in the Certificate as amended.

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 and Sale Agreement, Eugene Feiner (hereinafter referred to as "Assignor") sold, assigned and transferred his entire right, title and interest to a 6.25% partnership interest as a Limited Partner of the Partnership to Southern Coastal Mortgage Company and Belveron Partners Fund III, LP (hereinafter referred to as "Assignee", or collectively as "Assignees").

C. In addition, pursuant to an Assignment and Sale Agreement, the Estate of Ralph E. Elliott, Jr. (hereinafter referred to as "Assignor") sold, assigned and transferred its entire right, title and interest to a 2.00% partnership interest as a Limited Partner of the Partnership to Southern Coastal Mortgage Company (hereinafter referred to as "Assignee".)

D. It is the desire of the parties that the Partnership Agreement be amended to reflect the assignment of the partnership interest to the Assignees and the withdrawal of each 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. Each Assignor hereby withdraws as a Limited Partner of the Partnership. The Partnership hereby accepts such withdrawal and each 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 each Assignee shall be and hereby is a Limited Partner of the Partnership to the full extent of the limited partner interest assigned by each Assignor; (i) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said assignment; (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 each Assignee to the extent of the limited partner interest assigned by each Assignor; and (iii) each Assignee agrees to be bound by all 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.

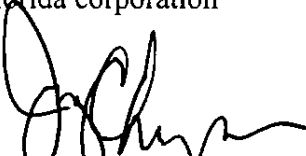
GENERAL PARTNERS:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.,
a Florida corporation


Laurretta J. Pippin
Secretary

By:



Joseph F. Chapman, IV
President

FILED
15 NOV 17 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

ATTEST:

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


Laurretta J. Pippin
Secretary

By:

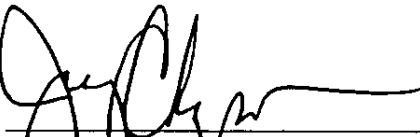

Joseph F. Chapman, IV
President

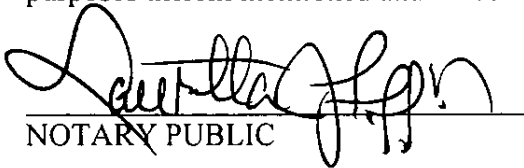
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CERTIFICATE
OF
LIMITED PARTNERSHIP

<u>Name and Address</u>	<u>Percentage of Partnership Interest</u>
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<u>LIMITED PARTNERS:</u>	
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Roslyn Bennett	6.25%
Norman Cohn	6.25%
Donald P. Douglass	2.0833%
Marvin Schlanger	12.8563%
Southern Coastal Mortgage Company	14.3219%

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 31 day of Dec, 2014, 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 and on behalf of said entity.


NOTARY PUBLIC

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



LAURETTA J PIPPIN
MY COMMISSION # EE 215806
EXPIRES: August 27, 2016
Bonded Thru Budget Notary Services

FILED
15 NOV 17 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA