

A08000000358

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

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JUL 13 PM 12:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

S Warren
JUL 14 2016



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

July 12, 2016

Florida Department of State
Division of Corporations
Partnership Amendment Section
2661 Executive Center Circle
Tallahassee, FL 32301

Gentlemen:

Enclosed is the original and one conformed copy of amendments to the limited partnership agreements for the below referenced partnerships:

- | | |
|--|-------------------|
| ● Cottondale Village Redevelopment, Ltd. | Doc. A08000000358 |
| ● Crestview Apartments II, Ltd. | Doc. A26111 |
| ● Graceland Manor Redevelopment, Ltd. | Doc. A08000000373 |
| ● Greenbriar Villa Apartments, Ltd. | Doc. A20348 |
| ● Kissimmee RRH, Ltd. (Third and Fourth) | Doc. A19094 |
| ● Oakdale Redevelopment, Ltd. | Doc. A08000000376 |
| ● Pana Villa Redevelopment, Ltd. | Doc. A07000000534 |
| ● Trenton Apartments II, Ltd. | Doc. A26110 |

In addition, enclosed is a check for \$945.00 representing filing fees as follows:

Filing Fees (9)	\$472.50
Certified Copy Fees (6)	<u>\$472.50</u>
Total	\$945.00

The certified copies should be returned to:

Laura Pippin
Royal American
1002 W. 23rd Street, Suite 400
Panama City, FL 32405

Sincerely,

Laura Pippin

Enclosures: as stated

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COTTONDALE VILLAGE REDEVELOPMENT, LTD.

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 ST., 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)

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

SECOND AMENDMENT TO
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
AND
LIMITED PARTNERSHIP AGREEMENT
OF

COTTONDALE VILLAGE REDEVELOPMENT, LTD.

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

FILED
2013 JUN 13 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS SECOND AMENDMENT to the Amended and Restated Certificate of Limited Partnership and Limited Partnership Agreement of Cottondale Village Redevelopment, Ltd. (the "Amendment") is entered into the 31st day of December 2013, by and between the undersigned parties, who by the execution of this Amendment agree to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

A. COTTONDALE VILLAGE REDEVELOPMENT, LTD. (the "Partnership") is a Florida limited partnership having filed its original Certificate of Limited Partnership with the Florida Secretary of State on March 28, 2008, and assigned Florida document number A08000000358, and is presently existing pursuant to an Amended and Restated Certificate of Limited Partnership and Limited Partnership Agreement, as amended, filed on May 13, 2010 (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an assignment agreement, PFP HOLDINGS, INC. (the "Assignor") assigns and transfers its entire right, title and interest in a 99.99% limited partnership interest in the Partnership to JEANNETTE B. CHAPMAN (the "Assignee"). It is the desire of the parties that the Assignee be admitted to the Partnership as a substitute limited partner with respect to the 99.99% limited partnership interest assigned to it by the Assignor.

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 the Partnership is amended to provide as follows:

1. The Assignor hereby withdraws as a Limited Partner of the Partnership. The Partnership accepts such withdrawal and the 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 (i) the Assignee is hereby admitted as a substitute limited partner of the Partnership to the full extent of the 99.99% limited partnership interest acquired by it from the Assignor; (iii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said admittance and substitution; (iv) any

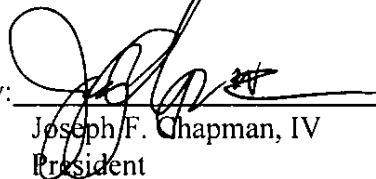
present or future references to the terms "partner(s)" or "limited partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the substitute limited partner to the extent of the partnership interests assigned; and (v) the execution of this Amendment by the substitute limited partner shall constitute the Assignee's agreement of each to all of the terms and provisions of the Partnership Agreement of the Partnership, as amended.

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

IN WITNESS WHEREOF, the parties have hereunto affixed their signatures and seals as of the day and year first above written.

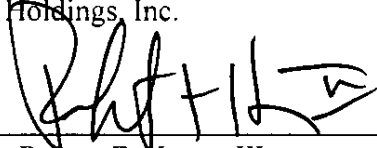
GENERAL PARTNER:

Royal American Development, Inc.

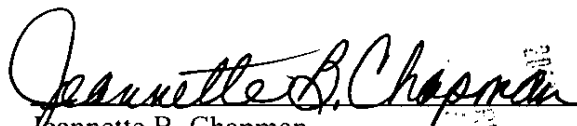
By: 
Joseph F. Chapman, IV
President

WITHDRAWING LIMITED PARTNER:

PFP Holdings, Inc.

By: 
Robert F. Henry, III
President

SUBSTITUTE LIMITED PARTNER:


Jeannette B. Chapman

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TALLAHASSEE, FLORIDA

EXHIBIT A

COTTONDALE VILLAGE REDEVELOPMENT, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP
AND
LIMITED PARTNERSHIP AGREEMENT

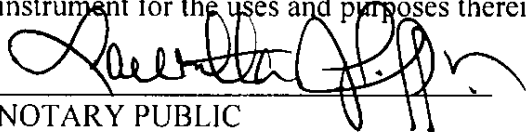
<u>NAME AND ADDRESS</u>	<u>PERCENTAGE PARTNERSHIP INTEREST</u>
General Partner:	
Royal American Development, Inc. 1002 West 23rd Street, Suite 400 Panama City, Florida 32405	.01%
Limited Partner:	
Jeannette B. Chapman 1002 West 23rd Street, Suite 400 Panama City, Florida 32405	99.99%
	100.0%

2010 JUL 13 P 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31st day of Dec, 2013 by JOSEPH F. CHAPMAN, IV, who is (X) 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

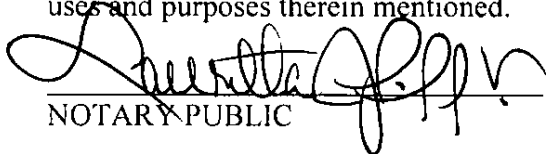


LAURETTA J PIPPIN
MY COMMISSION # EE 215906
EXPIRES: August 27, 2016
Bonded Thru Budget Notary Services

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

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31st day of Dec, 2013 by ROBERT F. HENRY, III, who is (X) 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



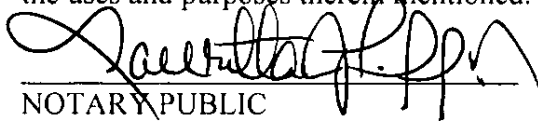
LAURETTA J PIPPIN
MY COMMISSION # EE 215906
EXPIRES: August 27, 2016
Bonded Thru Budget Notary Services

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

FILED
2013 DEC 31 P 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31st day of Dec, 2013 by JEANNETTE B. CHAPMAN, 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: _____

2013 DEC 13 P 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED