

AD8000000373

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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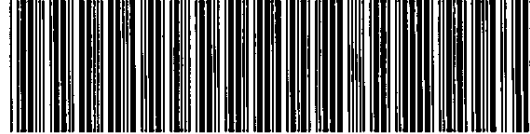
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

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S Warren

JUL 14 2016

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GRACELAND MANOR 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

GRACELAND MANOR REDEVELOPMENT, LTD.

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

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TALLAHASSEE, FLORIDA

THIS SECOND AMENDMENT to the Amended and Restated Certificate of Limited Partnership and Limited Partnership Agreement of Graceland Manor Redevelopment, Ltd. (the "Amendment") is entered into the 31<sup>st</sup> 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. GRACELAND MANOR 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 A08000000373, 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

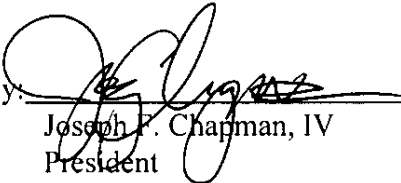
present or future references to the terms "partner(s)" or "limited partner(s)" by the Partnership Agreement, or any amendment thereto, shall be deemed to include the substitute limited partner to the extent of the partnership interests assigned; and (v) the execution of this Amendment by the substitute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

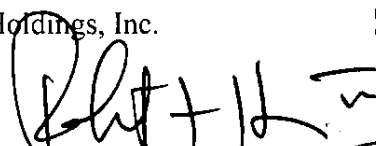
GENERAL PARTNER:

Royal American Development, Inc.

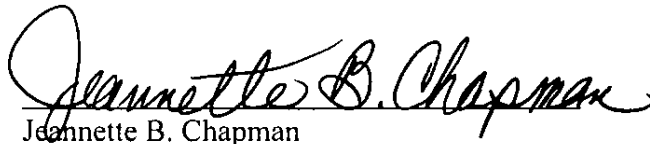
By:   
Joseph F. Chapman, IV  
President

WITHDRAWING LIMITED PARTNER:

PFP Holdings, Inc.

By:   
Robert F. Henry, III  
President

SUBSTITUTE LIMITED PARTNER:

  
Jeannette B. Chapman

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EXHIBIT A

**GRACELAND MANOR 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%

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31<sup>st</sup> 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.

Lauretta J. Pippin  
NOTARY PUBLIC

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



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

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31<sup>st</sup> 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.

Lauretta J. Pippin  
NOTARY PUBLIC

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



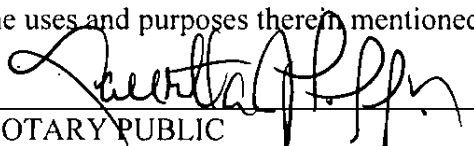
LAURETTA J. PIPPIN  
MY COMMISSION # EE 215906  
EXPIRES: August 27, 2016  
Bonded Thru Budget Notary Services

2013 DEC 13 P 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 31<sup>st</sup> 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: \_\_\_\_\_

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