



A08428

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

August 13, 1999

Florida Department of State
Division of Corporations
Partnership Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

800002960608--6
-08/16/99--01084--013
*****525.00 *****105.00

RE:	Northwood-MacClenny, Ltd.	- Doc #A08428
	Lake Butler Apartments, Ltd.	- Doc #A08858
	Palmetto Apartments, Ltd.	- Doc #A08907
	The Rivers Apartments, Ltd.	- Doc #A10159
	Village Oaks Apartments, Ltd.	- Doc #A08796

Gentlemen:

Enclosed is an original and one copy of the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership for each of the above referenced partnerships. Please file one copy and return one certified copy of each amendment to our office.

We are enclosing one check in the amount of \$525.00 to be applied as follows:

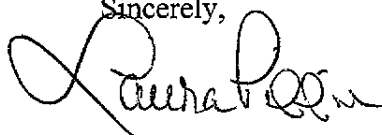
Certificates of Limited Partnership:	
filing fee (5 @ \$52.50)	\$262.50
certified copy fee (5 @ \$52.50)	\$262.50

	\$525.00

If you should have any questions or require additional information, please do not hesitate to contact our office.

Thank you for your assistance in this regard.

Sincerely,


Laura Pippin

A08428

Name	8-23
Availability	
Document	
Examiner	
Updater	
Underwriter	
Verifier	
Acknowledgement	
W.P. Verifier	

Enclosures: as stated

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
NORTHWOOD-MACCLENNY, LTD.

A. Name : NORTHWOOD-MACCLENNY, LTD.

B. Address : 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

C. Registered Agent : Robert F. Henry, III
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

D. General Partners : Royal American Development, Inc.
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

Joseph F. Chapman, III
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

E. Mailing Address : 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

F. Latest Dissolution Date: December 31, 2035

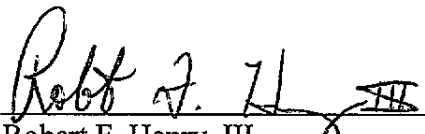
G. Date of Filing of
Original Certificate: January 3, 1980

H. Date of Amended
Certificate : August 13, 1999

FILED
19 AUG 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of Northwood-MacClenny, Ltd., which is being filed contemporaneously with this Certificate of Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

MANAGING GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

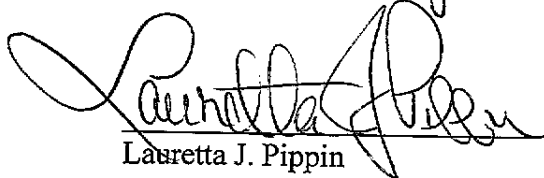
By: 
Robert F. Henry, III
Vice President

- 2 -

STATE OF FLORIDA
COUNTY OF BAY

I, Laurretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Robert F. Henry, III, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing Certificate of Amendment to the Certificate of Limited Partnership are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Subscribed and sworn to before me on this 13th day of Aug., 1999.



Laurretta J. Pippin
Notary Public, State of Florida
Commission No. CC580056
My Commission Expires:
August 27, 2000

LAURETTA J. PIPPIN
Notary Public - State of Florida
My Commission Expires Aug. 27, 2000
Commission No. CC 580056

(Notary's Seal)

FILED
AUG 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
NORTHWOOD-MACCLENNY, LTD.

FILED
99 AUG 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 13th day of August, 1999, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) ROLAND L. CLAASSEN, (hereinafter referred to as the "Assignor"); and (iii) ROLAND L. CLAASSEN AS TRUSTEE OF THE ROLAND L. CLAASSEN TRUST DATED 12/22/98, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. NORTHWOOD-MACCLENNY, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Agreement of Assignment, the Assignor assigned and transferred its entire right, title and interest in a 12.2375% interest as a Limited Partner of the Partnership to the Assignee. As a consequence of such assignment and transfer, the Assignor ceased to be a Limited Partner of the Partnership.

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 12.2375% 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 Limited Partnership Agreement and Certificate of Limited Partnership of NORTHWOOD-MACCLENNY, 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 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.

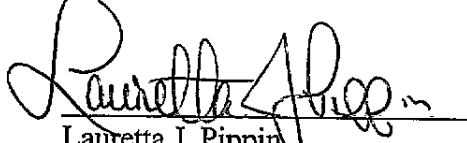
3. It is further provided and agreed that the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 12.2375% limited partner interest assigned to it by the Assignor; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (iii) 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 12.2375% limited partner interest assigned to it by the Assignor; and (iv) 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 Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

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

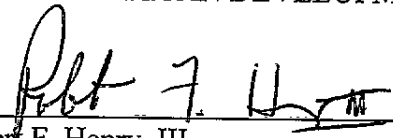
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

MANAGING GENERAL PARTNER:

ATTEST:


Lauretta J. Pippin
Assistant Secretary

ROYAL AMERICAN DEVELOPMENT, INC.

By:  [SEAL]
Robert F. Henry, III
Vice President

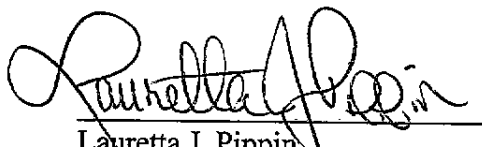
SECRETARY OF STATE
NOTARY PUBLIC
JULIA A. HARRIS

09 AUG 16 AM 8:30

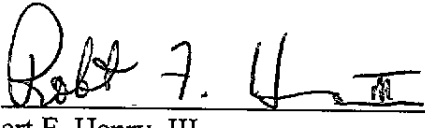
FILED

LIMITED PARTNERS:

ATTEST:


Lauretta J. Pippin
Assistant Secretary

BY: ROYAL AMERICAN DEVELOPMENT, INC.,
General Partner, Pursuant to Power of Attorney

By:  [SEAL]
Robert F. Henry, III
Vice President

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER

Jawn R Eck

Roland L. Claassen [SEAL]
Roland L. Claassen

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

WITNESS:

ROLAND L. CLAASSEN TRUST DTD. 12/22/98

Jawn R Eck

Roland L. Claassen [SEAL]
Roland L. Claassen, Trustee

FILED
99 AUG 15 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
NORTHWOOD-MACCLENNY, LTD.
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

<u>Name</u>	<u>Percentage of Partnership Interest</u>
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GENERAL PARTNERS:

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

LIMITED PARTNERS:

A.G.E. Realty Corporation	0.10%
Trustees of the Marital Trust Under the Eugene F. Barth Revocable Trust	12.2375%
Donald H. Bartholow	12.2375%
Harry Berger	6.11875%
Donald L. Brown	6.11875%
Roland L. Claassen as Trustee of the Roland L. Claassen Trust dtd. 12/22/98	12.2375%
Timothy J. Fallon, M.D.	6.11875%
James L. Frey, Trustee Frey Family Trust	12.2375%
Vicki K. Silverman, Trustee U/W/O Jack Kopolow GST Trust FBO Vicki K. Silverman	6.11875%
Robert N. Kopolow, Trustee U/W/O Jack Kopolow GST Trust FBO Robert N. Kopolow	6.11875%
Albert E. Stiegman	12.2375%
Herman J. & Helen M. Ulrich, TTEES Herman J. Ulrich Liv Trust	6.11875%

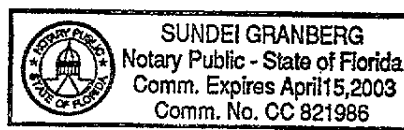
FILED
20 AUG 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FLORIDA
COUNTY OF BAY

Personally appeared before me, a Notary Public in and for said county and state, ROBERT F. HENRY, III (as a duly authorized officer of ROYAL AMERICAN DEVELOPMENT, INC.), personally well known to me and being by me first duly sworn, did depose and say that ROYAL AMERICAN DEVELOPMENT, INC. is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of NORTHWOOD-MACCLENNY, LTD, and that the facts relating to the said ROYAL AMERICAN DEVELOPMENT, INC. set forth in said Amendment are true and correct, and the said ROBERT F. HENRY, III, on behalf of ROYAL AMERICAN DEVELOPMENT, INC., acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 13th day of August, 1999.

Sunde Granberg
NOTARY PUBLIC



Printed Name: Sunde Granberg
Commission No.: _____
Expiring on: 4-15-2003

FILED
99 AUG 16 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF KS

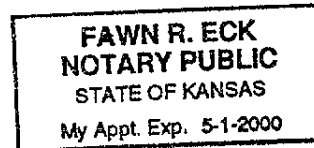
COUNTY OF Harvey

Personally appeared before me, a Notary Public in and for said county and state, ROLAND L. CLAASSEN, with whom I am personally acquainted or who has provided personal knowledge as satisfactory identification, and who has acknowledged that he is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of NORTHWOOD-MACCLENNY, LTD., and that the facts relating to him set forth in said amendment are true and correct, and he acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 30th day of July, 1999.

Fawn R. Eck
NOTARY PUBLIC

Printed Name: FAWN R. ECK
Commission No.: _____
Expiring on: 5-1-2000



FILED
99 AUG 16 AM 8:30
SECRETARY OF STATE
101 MARSHALL BLVD
TOPEKA, KANSAS 66612

STATE OF

Ks

COUNTY OF

Harvey

Personally appeared before me, a notary public in and for said county and state, ROLAND L. CLAASSEN (in his capacity as TRUSTEE OF THE ROLAND L. CLAASSEN TRUST DATED 12/22/98) with whom I am personally acquainted or who has provided Personal Knowledge as satisfactory identification, and who has acknowledged that the ROLAND L. CLAASSEN TRUST DATED 12/22/98 is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of NORTHWOOD-MACCLENNY, LTD., and that the facts relating to the said ROLAND L. CLAASSEN TRUST DATED 12/22/98 set forth in said amendment are true and correct, and the said ROLAND L. CLAASSEN in his capacity as TRUSTEE OF THE ROLAND L. CLAASSEN TRUST DATED 12/22/98, acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 30th day of July, 1999.

Fawn R. Eck

NOTARY PUBLIC

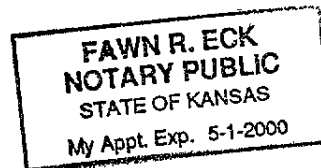
Printed Name:

FAWN R. ECK

Commission No.:

Expiring on:

5-1-2000



FILED
99 AUG 16 AM 8:30
SECRETARY OF STATE
TOLSON, J. J. (MIA)