

**A08796**

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

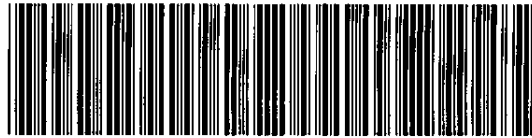
Special Instructions to Filing Officer:

**L. SELLERS**

FEB 10 2010

**EXAMINER**

Office Use Only



**900168073169**

02/09/10--01011--027 \*\*315.00

**FILED**  
10 FEB -9 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

February 4, 2010

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:

- |                                 |             |
|---------------------------------|-------------|
| • Lake Butler Apartments, Ltd.  | Doc. A08858 |
| • Palmetto Apartments, Ltd.     | Doc. A08907 |
| • Village Oaks Apartments, Ltd. | Doc. A08796 |

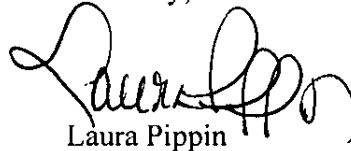
In addition, enclosed is a check for \$315.00 representing filing fees as follows:

Filing Fees (3)	\$157.50
Certified Copy Fees (3)	<u>\$157.50</u>
Total	\$315.00

The certified copies should be returned to:

Laura Pippin  
Royal American  
1002 W. 23<sup>rd</sup> Street, Suite 400  
Panama City, FL 34205

Sincerely,



Laura Pippin

Enclosures: as stated

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VILLAGE OAKS APARTMENTS, LTD. DOC NO. A08796  
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@royal-american.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 )

914-3268

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      ☒ \$105.00 Filing Fee      ☐ \$113.75 Filing Fee,  
Status      and Certified Copy      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

AMENDMENT  
TO  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
VILLAGE OAKS APARTMENTS, LTD.

THIS AMENDMENT is made and entered into as of the 1<sup>st</sup> day of February, 2010, but is accepted by VILLAGE OAKS APARTMENTS, LTD. as of January 1, 2009, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "General Partner"); (ii) THE ESTATE OF NORMAN L. GREENBERG (hereinafter referred to as the "Assignor"); (iii) RONNYE L. WEISBERG (hereinafter referred to as "Weisberg" or "Assignee"); and (iv) JANICE A. GUIM, (hereinafter referred to as "Guim" or "Assignee").

R E C I T A L S:

A. VILLAGE OAKS APARTMENTS, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership having filed its original Certificate and Agreement of Limited Partnership with the Florida Secretary of State on April 15, 1980, and is presently existing pursuant to an Amended and Restated Limited Partnership Agreement and Certificate (hereinafter referred to as the "Partnership Agreement") filed on April 21, 1981.

B. Pursuant to an Agreement of Assignment and Acceptance, the Assignor assigned and transferred its entire right, title and interest in a 3.065% interest as a Limited Partner of the Partnership to Weisberg and to Guim, in equal interests of 1.5325% each. 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 Weisberg and Guim be substituted as Limited Partners of the Partnership to the extent of the 1.5325% limited partnership interest assigned to each 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 is hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and Certificate of Limited Partnership of VILLAGE OAKS APARTMENTS, 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.

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TALLAHASSEE, FLORIDA

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 substitute Limited Partner of the Partnership to the full extent of the 1.5325% limited partner interest assigned to each Assignee 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 each Assignee to the extent of the 1.5325% limited partner interest assigned to each Assignee by the Assignor; and (iv) the execution of this Amendment by each Assignee shall constitute the agreements of each as Limited Partners, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

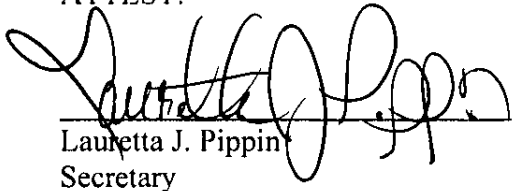
4. Except as hereby amended, the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.


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

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:

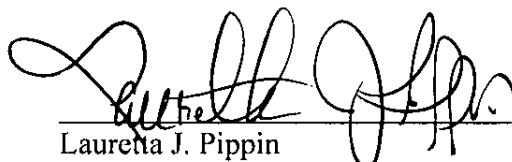
  
Lauretta J. Pippin  
Secretary

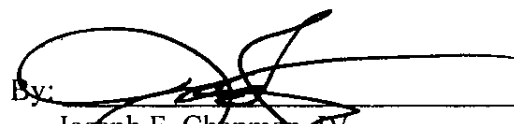
By:   
Joseph F. Chapman, IV  
Vice President

LIMITED PARTNERS:

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

ATTEST:

  
Lauretta J. Pippin  
Secretary

By:   
Joseph F. Chapman, IV  
Vice President

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

WITNESS:

ESTATE OF NORMAN L. GREENBERG

*Juan Quintan*

By: *Ronny L. Weisberg*  
Ronny L. Weisberg, Personal Representative

WITNESS:

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

*Juan Quintan*

*Ronny L. Weisberg*  
Ronny L. Weisberg

**FILED**  
10 FEB - 9 PM 2: 06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WITNESS:

Verna E. Ryan

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

Janice A. Guim  
Janice A. Guim

EXHIBIT A  
VILLAGE OAKS APARTMENTS, LTD.  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNER:</u>	
Royal American Development, Inc.	5.00%
<u>LIMITED PARTNERS:</u>	
Royal American Development, Inc.	3.065%
Estate of Crantford V. Anderson, Jr.	3.065%
John P. Anderson	3.065%
Raymond G. Armstrong, M.D.	3.065%
Jo-Ann Sawitz Bass	1.5325%
Marshall Brickman	3.065%
Arthur H. Burgess, Jr.	3.065%
Ronald E. Deal	3.065%
Equity Resource Fund XIV	4.595%
Vincent Farina, Jr.	3.065%
Janice A. Guim	1.5325%
Robert Lee Hunter	3.065%
Martin Jacobs	3.065%
Bert Josephson	3.065%
Joyce Kaiser Revocable Trust	3.065%
Jeffrey Lefcourt Revocable Trust	3.065%
Harry E. Lennon	3.065%
Hyman Livingston	3.065%
Jiles T. Lynch Marital Trust	3.065%
Robert P. and Ruth A. Mack	1.5325%
Estate of Jose Frederico Maia	3.065%
Marion S. Miller	3.065%
John J. Pittari, MD	1.5325%
Brent R. Rimmke	6.125%
Irwin E. Sawitz	1.5325%
Herbert Schneider	3.065%
SHP Acquisitions IV, LLC	3.065%
Lorraine M. Sloss	9.1875%
David Sufian	3.065%
Ronnye L. Weisberg	1.5325%
Wexler Family Trust	1.5325%

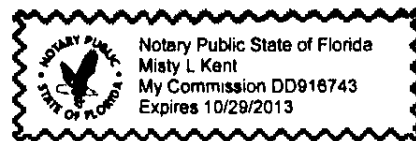


STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BAY        )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of Feb, 2010 by Joseph F. Chapman, IV as President of Royal American Development, Inc., a Florida corporation, 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.

Misty L Kent  
NOTARY PUBLIC

Printed Name: Misty L Kent  
Commission No.: DD 916743  
Expiring on: 10/29/13

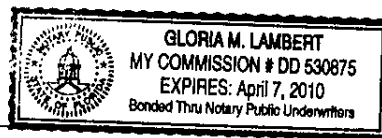


STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me this 14 day of JANUARY, 2010 by Ronnye L. Weisberg, 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.

Gloria M. Lambert  
NOTARY PUBLIC

Printed Name: Gloria M. Lambert  
Commission No.: 66 530875  
Expiring on: APRIL 7, 2010



**FILED**  
10 FEB - 9 PM 2:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Colorado )  
 ) SS:  
COUNTY OF Larimer )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 2010 by Janice A. Guim, 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.

Mitchel I Reuss

NOTARY PUBLIC

Printed Name: Mitchel I Reuss  
Commission No.: \_\_\_\_\_  
Expiring on: 7/29/2013

