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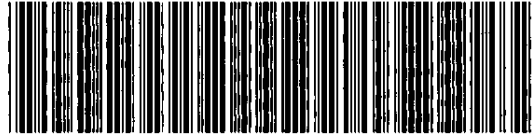
(Business Entity Name)

(Document Number)

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 27 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VILLAGE OAKS APARTMENTS, LTD. / DOC. #A08976

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)

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TALLAHASSEE, FLORIDA

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  
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

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

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

THIS AMENDMENT is made and entered into as of the 6<sup>th</sup> day of May, 2010, but is accepted by VILLAGE OAKS APARTMENTS, LTD. as of January 1, 2010, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "General Partner"); (ii) THE ESTATE OF CRANTFORD V. ANDERSON, JR. (hereinafter referred to as the "Assignor"); and (iii) C. V. ANDERSON MARITAL TRUST #1, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

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, assigned Florida Document number A08796, 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 the entire right, title and interest in a 3.065% interest as a Limited Partner of the Partnership to the Assignee. As a consequence of such sale, 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 3.065% 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 Partnership Agreement 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.

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 3.065% limited partner interest assigned by the Assignor; (i) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (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 the Assignee to the extent of the 3.065% limited partner interest assigned by the Assignor; and (iii) 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.

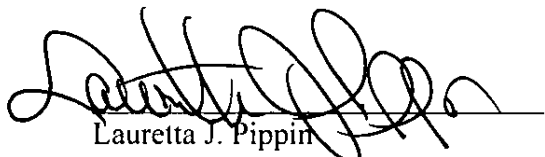
GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By: \_\_\_\_\_

Joseph F. Chapman, IV  
Vice President

ATTEST:

  
Laurretta J. Pippin  
Secretary

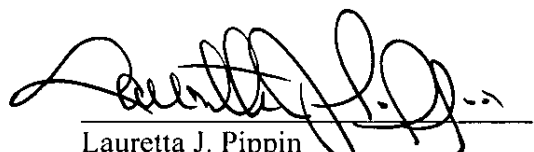
LIMITED PARTNERS:

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

By: \_\_\_\_\_

Joseph F. Chapman, IV  
Vice President

ATTEST:

  
Laurretta J. Pippin  
Secretary

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

WITNESS:

ESTATE OF CRANTFORD V. ANDERSON, JR.

Perry Hatcher

By: Geraldine K. Anderson  
Name: Geraldine K. Anderson  
Its: Executor

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

WITNESS:

C. V. ANDERSON MARITAL TRUST #1

Perry Hatcher

By: Geraldine K. Anderson  
Name: Geraldine K. Anderson  
Its: Trustee

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TALLAHASSEE, FLORIDA

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%
C. V. Anderson Marital Trust #1	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%

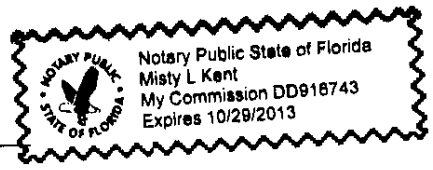
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FILED

STATE OF FLORIDA       )  
                                      ) SS:  
COUNTY OF BAY        )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of May, 2010 by Joseph F. Chapman, IV as Vice 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: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF Va       )  
                                      ) SS:  
COUNTY OF Andust

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of May, 2010 by Geraldine K. Anderson, on behalf of the Estate of Crantford V. Anderson, Jr., 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.

Teresa L. Caplinger  
NOTARY PUBLIC



Printed Name: Teresa L. Caplinger  
Commission No.: 102981  
Expiring on: 6-30-11

STATE OF Va )  
COUNTY OF Andust ) SS:

The foregoing instrument was acknowledged before me this 10th day of May, 2010 by Gualdini K. Anderson, on behalf of the C. V. Anderson Marital Trust #1, 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.

Teresa L. Caplinger  
NOTARY PUBLIC

Printed Name: Teresa L. Caplinger  
Commission No.: 102981  
Expiring on: 6-30-11



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NOTARY OF STATE  
ALLAHASSEE, FLORIDA