

A08796

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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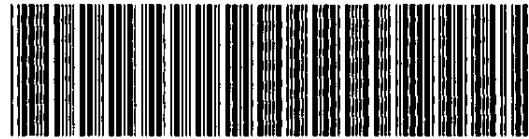
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

D. BRUCE

AUG 20 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

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

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10 AUG 19 PM 3:06
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TALLAHASSEE, FLORIDA

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
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 16th day of August, 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 JOSE FREDERICO MAIA (hereinafter referred to as the "Assignor"); (iii) LAURA ELIZABETH MAIA (hereafter referred to as Assignee"); and (iv) ANA MAIA-BROWN, (hereinafter referred to as "Assignee").

RECITALS:

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 its entire right, title and interest in a 3.065% interest as a Limited Partner of the Partnership to each Assignee, 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 each Assignee 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.

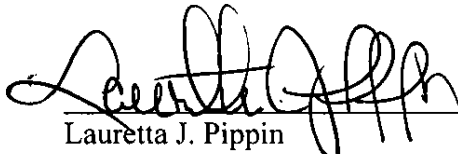
3. It is further provided and agreed that each Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 1.5325% limited partner interest assigned to each Assignee by the Assignor; (ii) the signing of this Amendment by the parties hereto does and shall 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:

ATTEST:


Lauretta J. Pippin
Secretary

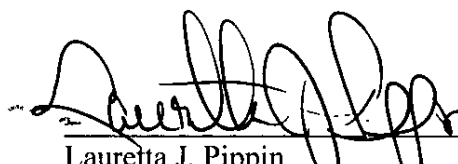
ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Joseph F. Chapman, IV
Vice President

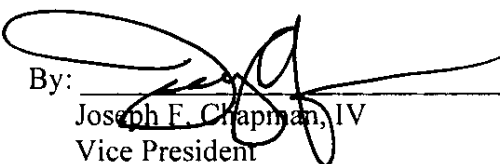
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TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

ATTEST:


Lauretta J. Pippin
Secretary

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

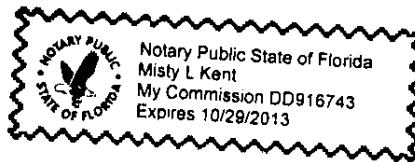
By: 
Joseph F. Chapman, IV
Vice President

STATE OF FLORIDA)
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 16th day of August, 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.


NOTARY PUBLIC

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



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TALLAHASSEE, FLORIDA

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

ESTATE OF JOSE FREDERICO MAIA

By: 
Robert J. Rufus, Administrator

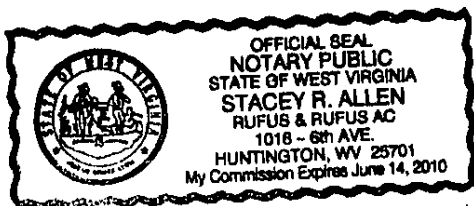
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CLERK OF COURT
TALLAHASSEE, FLORIDA

STATE OF WV)
COUNTY OF Cabell) SS:

The foregoing instrument was acknowledged before me this 11th day of June, 2010 by Robert J. Rufus, as Administrator of the Estate of Jose Frederico Maia, 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

Printed Name: Stacey R. Allen
Commission No.: _____
Expiring on: 6/14/10



ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

Laura Elizabeth Maia
Laura Elizabeth Maia

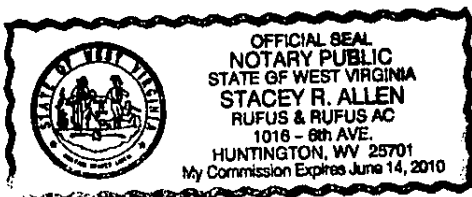
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TALLAHASSEE, FLORIDA

STATE OF WV)
COUNTY OF Cabell) SS:

The foregoing instrument was acknowledged before me this 11th day of June, 2010 by Laura Elizabeth Maia, who is () personally known to me or who has (X) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

Stacey R. Allen
NOTARY PUBLIC

Printed Name: Stacey R. Allen
Commission No.: _____
Expiring on: 6/14/10



ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

Ana Maia-Brown

Ana Maia-Brown

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF WV)
) SS:
COUNTY OF Cabell)

The foregoing instrument was acknowledged before me this 11th day of June, 2010 by Ana Maia-Brown, who is () personally known to me or who has (X) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

Stacey R. Allen
NOTARY PUBLIC

Printed Name: Stacey R. Allen
Commission No.: _____
Expiring on: 6/14/10

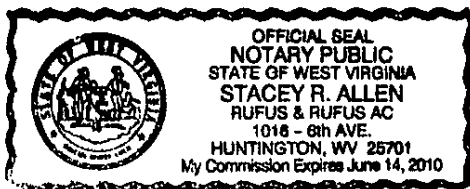


EXHIBIT A
VILLAGE OAKS APARTMENTS, LTD.
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE

| <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% |
| Laura Elizabeth Maia | 1.5325% |
| Ana Maia-Brown | 1.5325% |
| 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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