

A 08926

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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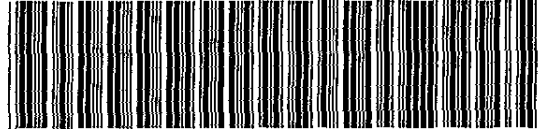
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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10/30/02--01033--001 **945.00

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02 OCT 30 AM 10:38
STATE
TALLAHASSEE, FLORIDA

Bj



October 24, 2002

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

FILED
OCT 30 AM 10 38
TALLAHASSEE, FLORIDA

Via Federal Express

Florida Department of State
Division of Corporations
Partnership Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Cottondale Village Apartments, Ltd.	- Doc #A08926
Cross City Apartments, Ltd.	- Doc #A11951
Crystalwood Apartments, Ltd.	- Doc #A08962
Dixie Grove Apartments, Ltd.	- Doc #A12149
Harbour Place Apartments, Ltd.	- Doc #A12477
Heritage Apts. Of Defuniak Springs, Phase II, Ltd.	- Doc #A08927
Orangewood Apartments, Ltd.	- Doc #A09982
Trenton Apartments, Ltd.	- Doc #A09981
Wild Pines Apartments, Ltd.	- Doc #A11510

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 \$945.00 to be applied as follows:

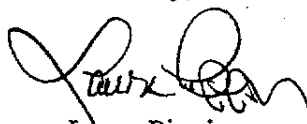
Certificates of Limited Partnership:

filing fee (9 @ \$52.50)	\$472.50
certified copy fee (9 @ \$52.50)	<u>\$472.50</u>
	\$945.00

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

FF \$52.50
cc 52.50

Enclosures: as stated

CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
COTTONDALE VILLAGE APTS. PHASE II, LTD.

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TALLAHASSEE, FLORIDA

A. Name: COTTONDALE VILLAGE APTS. PHASE II, 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 Partner: Royal American Development, Inc.
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, 2040

G. Date of Filing of
Original Certificate: May 27, 1980

H. Date of Amended
Certificate: October 18, 2002

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amendment to the Certificate and Agreement of Limited Partnership of Cottondale Village Apartments Phase II, 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
President

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STATE OF FLORIDA
COUNTY OF BAY

I, Misty L. Stanley, 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 18th day of October, 2002.


Misty L. Stanley
Notary Public, State of Florida
Commission No. DD065947
My Commission Expires:
October 29, 2005



(Notary's Seal)

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02 OCT 30 AM 10:38
TALLAHASSEE, FLORIDA

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
COTTONDALE VILLAGE APARTMENTS, PHASE II, LTD.

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02 OCT 30 AM 10:38
SOUTH FLORIDA
TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 18th day of October, 2002, but is effective for all purposes as of January 1, 2002, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (the "Managing General Partner"); (ii) LAWRENCE T. BRUECKNER (the "Assignor"); and (iii) MARY ELLEN BRUECKNER, (the "Assignee").

RECITALS:

A. COTTONDALE VILLAGE APARTMENTS, PHASE II, LTD. (the "Partnership") is a Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership (the "Partnership Agreement").

B. Pursuant to an Agreement of Assignment, the Assignor assigned and transferred 2.375% of his entire right, title and interest in a 4.750% interest as a Limited Partner of the Partnership to the Assignee.

C. It is the desire of the parties that the Assignee be admitted as a Limited Partner of the Partnership to the extent of the 2.375% limited partnership interest assigned to the Assignee by the Assignor, and that pursuant to such desire, the Partnership Agreement be amended to reflect said admittance.

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 COTTONDALE VILLAGE APARTMENTS, PHASE II, LTD. is amended to provide as follows:

1. The Assignor hereby assigns to the Assignee 2.375% of his interest as a Limited Partner of the Partnership. The Partnership hereby accepts such assignment.

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.

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TALLAHASSEE, FLORIDA

3. It is further provided and agreed that the Assignee shall be and hereby is admitted as a Limited Partner of the Partnership to the full extent of the 2.375% limited partner interest assigned by the Assignor; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said admittance; (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 2.375% limited partner interest assigned 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.

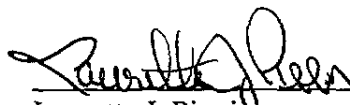
4. Except as hereby amended, the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

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

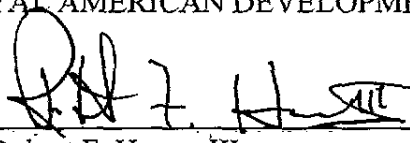
MANAGING GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.



Lauretta J. Pippin
Assistant Secretary


By: 

Robert F. Henry, III
Vice President

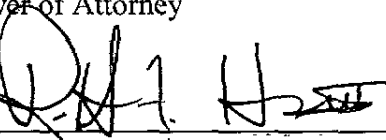
LIMITED PARTNERS:

ATTEST:

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



Lauretta J. Pippin
Assistant Secretary

By: 

Robert F. Henry, III
Vice President

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TALLAHASSEE, FLORIDA

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WITNESS:

Miyoka D. Robinson

ASSIGNOR:

Lawrence T. Brueckner
Lawrence T. Brueckner

WITNESS:

Miyoka D. Robinson

ASSIGNEE:

Mary Ellen Brueckner
Mary Ellen Brueckner

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TALLAHASSEE, FLORIDA

EXHIBIT A
COTTONDALE VILLAGE APARTMENTS, PHASE II, LTD.
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

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

Royal American Development, Inc.	5.00%
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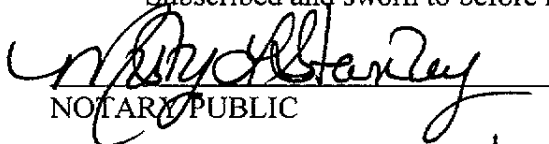
LIMITED PARTNERS:

Charles R. Anderson	2.375%
Steven T. & Diane G. Bateman	4.75%
Charles G. Bottomley	2.375%
Lawrence T. Brueckner	2.375%
Mary Ellen Brueckner	2.375%
Raymond F. Crickenberger	2.375%
John G. Crosby	4.75%
Thomas W. & Mary F. Dawson	4.75%
Michael M. Dobbs	2.375%
John M. Gooding	4.75%
Gromley Family Trust	2.375%
William Slocum Howland, Jr.	2.375%
David Levy, M.D.	2.375%
William P. & Barbara J. Lotz	2.375%
Robert F. & Kathleen B. Mihalik	2.375%
Dr. Dale P. Nabb	4.75%
Dr. Robert S. Nelson	2.375%
Dr. Tom D. Norman	4.75%
Frank J. Reickert	4.75%
Justus W. Reid	4.75%
Harold Sandstrom	4.75%
Kenneth R. Stegemiller	4.75%
David E. Street, M.D.	4.75%
Jan Stumacher	2.375%
Shaw C. T. Su, M.D.	4.75%
Charles H. Tisdale, Jr.	4.75%
Harold W. and Mary Weber	2.375%

STATE OF FLORIDA)
) SS:
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.) with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged 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 COTTONDALE VILLAGE APARTMENTS, PHASE II, 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 18th day of October, 2002.


NOTARY PUBLIC

Printed Name: Misty L Stanley
Commission No.: DD065947
Expiring on: 10-29-05



FILED
OCT 30 2002
TALLAHASSEE, FLORIDA
STATE
NOTARY PUBLIC
NO. 10-38

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02 OCT 30 AM 10:38
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

STATE OF Georgia)
) SS:
COUNTY OF Fulton)

Personally appeared before me, a notary public in and for said county and state, LAWRENCE T. BRUECKNER with whom I am personally acquainted or who has provided _____ 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 COTTONDALE VILLAGE APARTMENTS, PHASE II, 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 13 day of September, 2002.

Sheila K Hines
NOTARY PUBLIC

Printed Name:

Commission No.: Notary Public, Fulton County, Georgia.

Expiring on: My Commission Expires July 15, 2003.

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02 OCT 30 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Georgia)
) SS:
COUNTY OF Fulton)

Personally appeared before me, a notary public in and for said county and state, MARY ELLEN BRUECKNER with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that she is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of COTTONDALE VILLAGE APARTMENTS, PHASE II, LTD., and that the facts relating to her set forth in said amendment are true and correct, and she acknowledged to me that she executed said Amendment as her free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 13 day of September 2002.

Sheila K Hines

NOTARY PUBLIC

Printed Name:

Commission No.: Notary Public, Fulton County, Georgia.

Expiring on: My Commission Expires July 16, 2003.