

A08926

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

A08926

(Document Number)

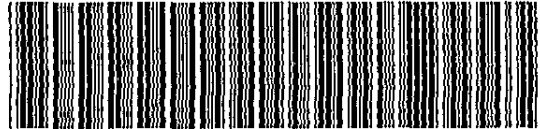
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TALLAHASSEE FLORIDA

M. HODGES

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Cottondale Village Apartments Phase II, Ltd. (A08926)  
(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)

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 FEB 20 PM 12:49

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This Amendment to Amended and Restated Agreement and Certificate of Limited Partnership (the "Amendment") is made and entered into as of the 23<sup>rd</sup> day of January, 2006, but is effective for all purposes as of January 1, 2005, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) ANGELA C. SU, PERSONAL REPRESENTATIVE OF THE ESTATE OF SHAW C. T. SU, M.D. (hereinafter referred to as the "Assignor"); and (iii) ANDREA C. SU, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. COTTONDALE VILLAGE APARTMENTS PHASE II, 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 May 27, 1980, and is presently existing pursuant to an Amended and Restated Agreement and Certificate of Limited Partnership, as amended, (hereinafter referred to as the "Partnership Agreement") filed on May 19, 1982.

B. Pursuant to an Agreement of Assignment, the Assignor assigned and transferred its entire right, title and interest in a 4.75% 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 4.75% 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 COTTONDALE VILLAGE APARTMENTS PHASE II, 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 (i) the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 4.75% 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 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 4.75% 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 Partnership Agreement of the Partnership, as amended.

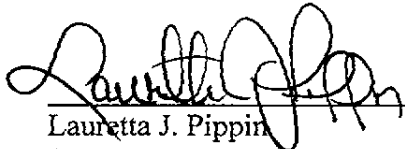
4. Except as hereby amended, the Amended and Restated Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

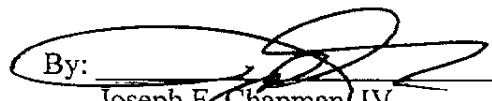
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

MANAGING GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:

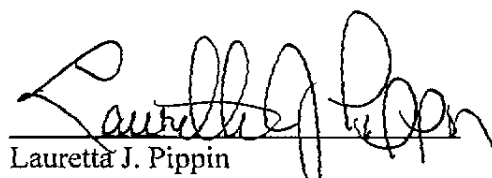
  
Lauretta J. Pippin  
Secretary

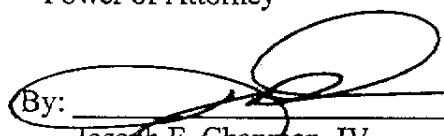
By:   
Joseph F. Chapman, IV  
President

LIMITED PARTNERS:

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

ATTEST:

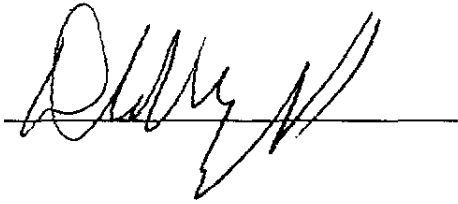
  
Lauretta J. Pippin  
Secretary

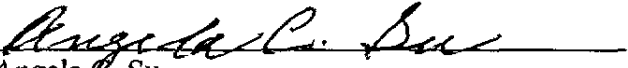
By:   
Joseph F. Chapman, IV  
President

WITNESS:

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

ESTATE OF SHAW C. T. SU, M.D.

A handwritten signature, likely of a witness, written in black ink over a horizontal line.

By:   
Angela C. Su  
Personal Representative

WITNESS:

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

La-Kisha Baller

Andrea C. Su  
Andrea C. Su

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

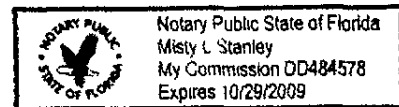
<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNER:</u>	
Royal American Development, Inc.	5.00%
<u>LIMITED PARTNERS:</u>	
Charles R. Anderson	2.375%
Steven T. & Diane G. Bateman	4.75%
Charles G. Bottomley	2.375%
Lawrence T. Brueckner	2.375%
Mary Ellen Brueckner	2.375%
Raymond F. 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%
Andrea C. Su	4.75%
Charles H. Tisdale, Jr.	4.75%
Harold W. and Mary Weber	2.375%

- 6A -

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BAY        )

The foregoing instrument was acknowledged before me this 23 day of January, 2006 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. Stanley  
NOTARY PUBLIC



Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
                                  ) SS:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2006 by Angela C. Su, in her capacity as Personal Representative of the Estate of Shaw C.T. Su, M.D., who is (    ) personally known to me or who has (    ) produced photo identification.

\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_



STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF BAY        )

The foregoing instrument was acknowledged before me this 23 day of JAN, 2006 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.

  
\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: Donald Wright  
Commission No.: \_\_\_\_\_  
Expiring on: 8-29-08

Donald Wright, Jr.  
Notary Public-Chatham County, Georgia  
My Commission Expires August 29, 2008

STATE OF Georgia     )  
                                  ) SS:  
COUNTY OF Chatham     )

The foregoing instrument was acknowledged before me this 23 day of Jan, 2006 by Angela C. Su, in her capacity as Personal Representative of the Estate of Shaw C.T. Su, M.D., who is ( ) personally known to me or who has ( ) produced photo identification.


  
\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: Donald Wright  
Commission No.: \_\_\_\_\_  
Expiring on: 8-29-08

Donald Wright, Jr.  
Notary Public-Chatham County, Georgia  
My Commission Expires August 29, 2008

STATE OF New Jersey )  
 ) SS:  
COUNTY OF Bergen )

The foregoing instrument was acknowledged before me this 23 day of January, 2006  
by Andrea C. Su who is ( ) personally known to me or who has (✓) produced photo identification.

  
NOTARY PUBLIC

Printed Name: BEVERLY S. MORRIS  
Commission No.: \_\_\_\_\_  
Expiring on: Aug. 7 2006

BEVERLY S. MORRIS  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES AUG. 7, 2006