

A08926

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(City/State/Zip/Phone #)

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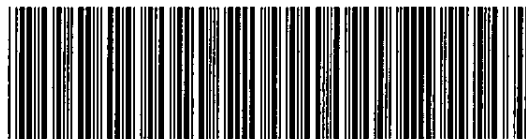
Special Instructions to Filing Officer:

A. LUNT

MAY - 1 2008

EXAMINER

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

LAURA PIPPIN at (850) 769-8981
(Name of Contact Person) (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.

This Amendment to Amended and Restated Agreement and Certificate of Limited Partnership (the "Amendment") is made and entered into as of the 20th day of March, 2008, but is accepted by COTTONDALE VILLAGE APARTMENTS PHASE II, LTD. as of January 1, 2008, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) KAREN G. BOTTOMLEY, EXECUTOR OF THE ESTATE OF CHARLES G. BOTTOMLEY (hereinafter referred to as the "Assignor"); and (iii) KAREN G. BOTTOMLEY, TRUSTEE OF THE CHARLES G. BOTTOMLEY REVOCABLE TRUST, (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 2.375% 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 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 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 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 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 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 Partnership Agreement of the Partnership, as amended.

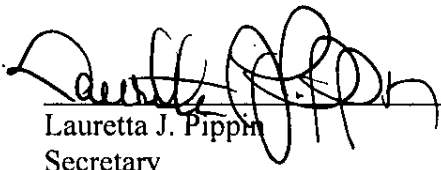
4. Except as hereby amended, the Amended and Restated Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

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

MANAGING GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.


Lauretta J. Pippin
Secretary

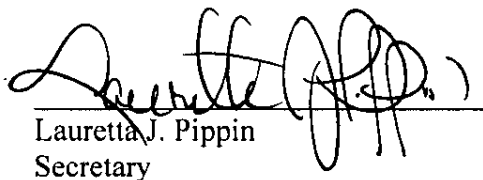
By: 

Joseph F. Chapman, IV
Vice President

LIMITED PARTNERS:

ATTEST:

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


Lauretta J. Pippin
Secretary

By: 

Joseph F. Chapman, IV
Vice President

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TALLAHASSEE, FLORIDA

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

ESTATE OF CHARLES G. BOTTOMLEY

Bryan Bernart

By: Karen G. Bottomley, Exec
Karen G. Bottomley, Executor

WITNESS:

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

CHARLES G. BOTTOMLEY REVOCABLE TRUST

Bryan Bernart

By: Karen G. Bottomley, Trustee
Karen G. Bottomley, Trustee

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TALLAHASSEE, FLORIDA

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.	
<u>LIMITED PARTNERS:</u>	
Charles R. Anderson	2.375%
Steven T. & Diane G. Bateman	2.375%
Charles G. Bottomley Revocable Trust	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%
Estate of 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%

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 28 day of April, 2008 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 NC)
) SS:
COUNTY OF Chatham)

The foregoing instrument was acknowledged before me this 20 day of March, 2008 by Karen G. Bottomley, in her capacity as Executor of the Estate of Charles G. Bottomley and in her capacity as Trustee of the Charles G. Bottomley Revocable Trust, who is (☒) personally known to me or who has () produced photo identification.

Kathryn A. Swartley
NOTARY PUBLIC

Printed Name: Kathryn A. Swartley
Commission No.: _____
Expiring on: 3-24-08

