

A08927

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

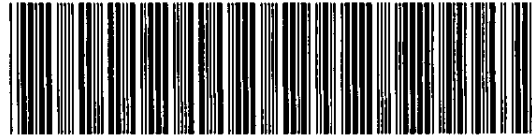
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300236230173

06/21/12--01009--001 **1050.00

FILED

2012 JUN 21 PM 3:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

JUL - 2 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Heritage Apts of DeFuniak Springs, Phase II #A08927
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)

FILED
2012 JUN 21 PM 3:34
SECRETARY OF STATE
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
HERITAGE APARTMENTS OF DEFUNIAK SPRINGS PHASE II, LTD.
[Pursuant to the provisions of Section 620.1202, Florida Statutes]

FILED
2012 JUN 21 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 23rd day of Jan., 2012, but is accepted by HERITAGE APARTMENTS OF DEFUNIAK SPRINGS PHASE II, LTD. as of January 1, 2011, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) THE ESTATE OF PHILIP H. MUEHLECK (hereinafter referred to as the "Assignor"); and (iii) ANITA J. MUEHLECK, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. HERITAGE APARTMENTS OF DEFUNIAK SPRINGS 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, assigned Florida Document number A08927, and is presently existing pursuant to an Amended and Restated Agreement and Certificate (hereinafter referred to as the "Partnership Agreement") filed on April 29, 1983.

B. Pursuant to an Agreement of Assignment and Acceptance, the Assignor assigned and transferred the Assignor's entire right, title and 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 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 HERITAGE APARTMENTS OF DEFUNIAK SPRINGS 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.

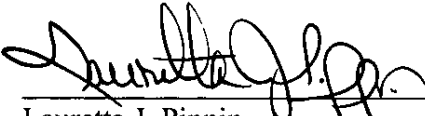
2. Exhibit A of the Partnership Agreement is hereby amended to delete the present Exhibit A and to insert in lieu thereof the Exhibit A attached hereto and incorporated herein by this reference.

3. It is further provided and agreed that the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 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 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 Partnership Agreement of the Partnership, as amended.

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

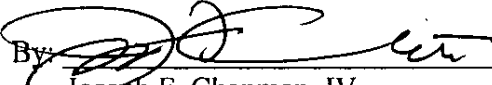
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

ATTEST:


Lauretta J. Pippin
Secretary

MANAGING GENERAL PARTNER:

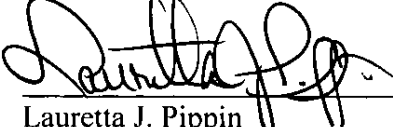
ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Joseph F. Chapman, IV
Vice President


FILED
2012 JUN 21 PM 3:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

WITNESS:

ESTATE OF PHILIP H. MUEHLECK

Clare [Signature]

By: Anita J. Muehleck EA
Anita J. Muehleck, Executor

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

WITNESS:

Clare [Signature]

Anita J. Muehleck
Anita J. Muehleck

FILED
2012 JUN 21 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
HERITAGE APARTMENTS OF DEFUNIAK SPRINGS PHASE II, LTD.
AGREEMENT AND CERTIFICATE

FILED
2012 JUN 21 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name

Percentage of
Partnership Interest

GENERAL PARTNERS:

Royal American Development, Inc.	4.50%
Southern Coastal Mortgage Company	0.50%

LIMITED PARTNERS:

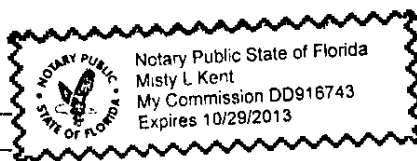
Richard W. & Diane M. Basler	2.375%
Robert J. Basler	2.375%
Lawrence T. Brueckner, M.D.	2.375%
Mary Ellen Brueckner	2.375%
Duke Edmund Cain	2.375%
G. Lawton Cox	4.750%
Herald B. and MarGene Durrant	7.125%
Mary V. Gambrill	4.750%
Estate of William H. Henderson	4.750%
Helen W. James (Minck), Trustee	4.750%
John Krater, Jr.	4.750%
Manuel I. & Remedios P. Marban	4.750%
Estate of James E. McCord	4.750%
Estate of W. Cannon Matthews	4.750%
Donald C. McCormick	2.375%
J. P. McLaurin, M.D.	4.750%
Estate of Joseph M. Mego	4.750%
Dr. Glenn P. Miller	4.750%
Anita J. Muehleck	4.750%
Antonio B. Santillano	4.750%
David F. Sprunk	2.375%
Robert G. Tanner	4.750%
John G. and Phyllis G. Wooddell	4.750%

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 25 day of Jan., 2012 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: _____



STATE OF FL)
) SS:
COUNTY OF Pinellas)

FILED
2012 JUN 21 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 23 day of January, 2012 by Anita J. Muehleck as Executor of the Estate of Philip H. Muehleck and individually, 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.

Adrienne R. Ierna
NOTARY PUBLIC

Printed Name: Adrienne R. Ierna
Commission No.: EE141304
Expiring on: NOV 4, 2015

