

A08927

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TALLAHASSEE, FLORIDA

J. BRYAN

AUG -9 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

Doc #A08927

SUBJECT: Heritage Apartments of Defuniak Springs Phase II, Ltd.

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)

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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
HERITAGE APARTMENTS OF DEFUNIAK SPRINGS PHASE II, LTD.
[Pursuant to the provisions of Section 620.1202, Florida Statutes]

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THIS AMENDMENT is made and entered into as of the 4th day of June, 2012, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) FLORENCE MCCABE MATTHEWS as surviving spouse of WILLIAM CANNON MATTHEWS (hereinafter referred to as the "Assignor"); and (iii) SOUTHERN COASTAL MORTGAGE COMPANY, a Florida corporation (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 Sale, the Assignor sold, 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 sold and 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.

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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 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 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 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.


GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:


Lauretta J. Pippin
Secretary

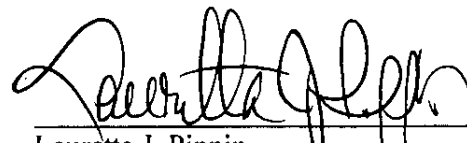
By:


Joseph F. Chapman, IV
President

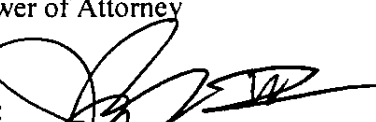
LIMITED PARTNERS:

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

ATTEST:


Lauretta J. Pippin
Secretary

By:


Joseph F. Chapman, IV
President

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WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

Donna Ultes

Florence McCabe Matthews
Florence McCabe Matthews

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

ATTEST:

SOUTHERN COASTAL MORTGAGE COMPANY

Lauretta J. Pippin
Lauretta J. Pippin
Secretary

By: Robert F. Henry, III
Robert F. Henry, III
Vice President

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

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<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	4.50%
Southern Coastal Mortgage Company	0.50%

<u>LIMITED PARTNERS:</u>	
Southern Coastal Mortgage Company	4.750%
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. & Remedious P. Marban	4.750%
Estate of James E. McCord	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%

[5]

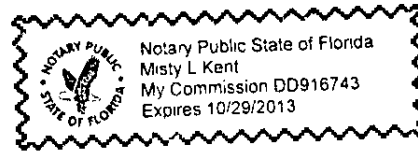
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 18th day of June, 2012 by Joseph F. Chapman, IV, 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: Misty L. Kent
Commission No.: DD916743
Expiring on: 10/29/13



STATE OF LOUISIANA)
) SS:
PARISH OF RAPIDES)

The foregoing instrument was acknowledged before me this 4th day of June, 2012 by Florence McCabe Matthews, 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.

Dorrell J. Bristen
NOTARY PUBLIC

Printed Name: Dorrell J. Bristen
Commission No.: 17332
Expiring on: at death

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 18th day of June, 2012 by Robert F. Henry, III, 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.

Misty L. Kent
NOTARY PUBLIC

Printed Name: Misty L. Kent
Commission No.: DD916743
Expiring on: 10/29/13

