

A08927

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. SAULSBERRY
EXAMINER

AUG 16 2012

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 at (850) 914-3268
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.

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Pursuant to the provisions of Section 620.1202 Florida Statutes, HERITAGE APARTMENTS OF DEFUNIAK SPRINGS, PHASE II, LTD., a Florida limited partnership, having filed its original Limited Partnership Agreement on May 27, 1980, assigned Florida document number A08927, adopts the following certificate of amendment to its limited partnership agreement and certificate of limited partnership on June 5, 2012.

This amendment is submitted to amend the following sections of the Amended and Restated Agreement and Certificate filed on April 29, 1983.

1. Section 4 is hereby deleted in its entirety, and the following new Section 4 is hereby inserted in lieu thereof:

“4. Term. The term of the Partnership commenced on the 15th day of May, 1980, and will continue until the 31st day of December, 2043, unless sooner terminated in accordance with the Act or provisions of this Agreement.”

2. Section 20 is hereby deleted in its entirety, and the following new Section 20 is hereby inserted in lieu thereof:

“20. Liquidation and Termination of the Partnership.

The Partnership shall be terminated and liquidated upon the happening of any of the following events:

- (1) upon dissolution of the Partnership if an election to continue the business of the partnership is not made;
- (2) upon the disposition or sale by the Partnership of the Project; or
- (3) On December 31, 2043.

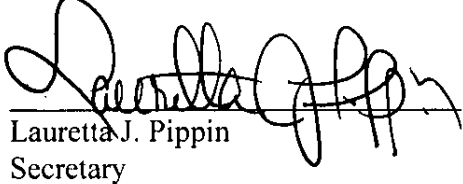
Upon the termination of the Partnership, the General Partners or successors or a person elected by the Limited Partners for such purpose in the event there are then no General Partners, shall take full account of the Partnership assets and liabilities and the assets shall be liquidated as promptly as is consistent with obtaining the fair value thereof, and the Cash From Sale arising therefrom, together with assets distributed in kind, to the extent sufficient therefor, shall be applied and distributed in the manner provided in Section 26 of this Agreement.”

3. Except as hereby amended, the Amended and Restated Agreement and Certificate 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 PARTNERS:

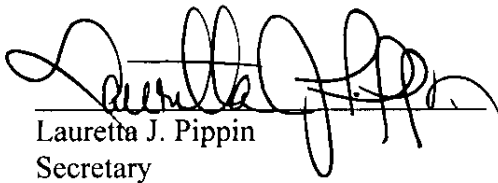
ATTEST:


Lauretta J. Pippin
Secretary

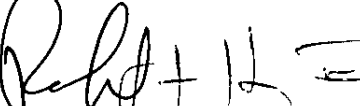
ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Robert F. Henry, III
Vice President

ATTEST:

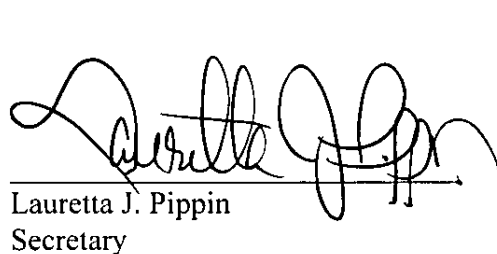

Lauretta J. Pippin
Secretary

SOUTHERN COASTAL MORTGAGE COMPANY

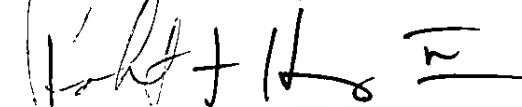
By: 
Robert F. Henry, III
Vice President

LIMITED PARTNERS:

ATTEST:


Lauretta J. Pippin
Secretary

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

By: 
Robert F. Henry, III
Vice President

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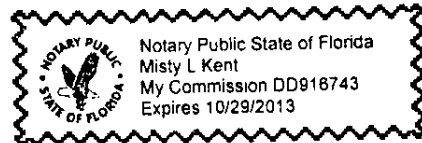
STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 5th 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.



NOTARY PUBLIC

Printed Name: Misty L. Kent
Commission No.: DD9126743
Expiring on: 10/29/13



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TALLAHASSEE, FLORIDA