

A09767

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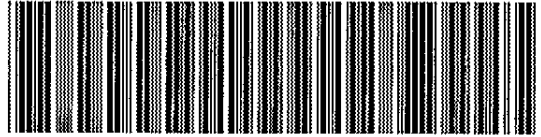
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MR

FILED
02 OCT 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ROYAL AMERICAN MANAGEMENT, INC.
ROYAL AMERICAN DEVELOPMENT, INC.
ROYAL AMERICAN CONSTRUCTION CO., INC.

October 24, 2002

FILED
OCT 30 PM 1:03
TALLAHASSEE, FLORIDA

Via Federal Express

Florida Department of State
Division of Corporations
Partnership Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: Little Oaks Apartments, Ltd.
Doc. No. A09767

Gentlemen:

Enclosed is an original and one copy of the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership for Little Oaks Apartments, Ltd., along with a check for \$105.00 to cover the filing fee. Please file one copy and return one certified copy to our office.

If you should have any questions or require additional information, please do not hesitate to contact our office.

Thank you for your assistance in this regard.

Sincerely,



Laura Pippin

Enclosures: as stated

FF \$52.50
CL 52.50

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
LITTLE OAKS APARTMENTS, LTD.

FILED
02 OCT 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Name: LITTLE OAKS APARTMENTS, LTD.

B. Address: 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

C. Registered Agent: Robert F. Henry, III
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

D. General Partner: Royal American Development, Inc.
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

Joseph F. Chapman, III
1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

E. Mailing Address: 1002 W. 23rd Street, Suite 400
Panama City, Florida 32405

F. Date of Filing of
Original Certificate: December 18, 1980

G. Date of Amended
Certificate: October 23, 2002

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the First Amendment to the Agreement and Certificate of Limited Partnership of Little Oaks Apartments, Ltd., which is being filed contemporaneously with this Certificate of Amendment to Certificate of Limited Partnership. This document is duly executed and is being filed in accordance with Section 620.109, Florida Statutes.

MANAGING GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

By: 

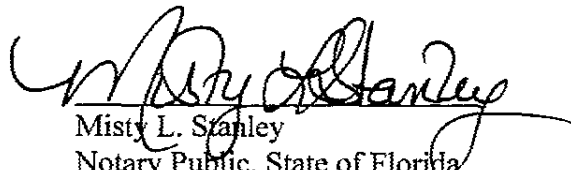
Robert F. Henry, III
President

STATE OF FLORIDA
COUNTY OF BAY

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02 OCT 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Misty L. Stanley, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Robert F. Henry, III, personally appeared before me in said jurisdiction, and being personally well known to me and being by me first duly sworn, did depose and say that the facts set forth in the foregoing Certificate of Amendment to the Certificate of Limited Partnership are true and correct, and he acknowledged to me that he executed said certificate as his free act and deed.

Subscribed and sworn to before me on this 23rd day of October, 2002.



Misty L. Stanley
Notary Public, State of Florida
Commission No. DD065947
My Commission Expires:
October 29, 2005



(Notary's Seal)

FIRST AMENDMENT
TO
AGREEMENT AND CERTIFICATE
OF
LIMITED PARTNERSHIP
OF
LITTLE OAKS APARTMENTS, LTD.

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02 OCT 30 PM 1:03
SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 23rd day of October, 2002, but is effective for all purposes as of August 1, 2002, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) JOSEPH F. CHAPMAN, III (the "Individual General Partner and Limited Partner"); (iii) JAMES L. DAKE, (hereinafter referred to as the "Assignor"); and (iv) GEORGIA A. DAKE, (hereinafter referred to as the "Assignee").

RECITALS:

A. LITTLE OAKS APARTMENTS, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership presently existing pursuant to an Agreement and Certificate of Limited Partnership, dated December 18, 1980 (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Agreement of Assignment, the Assignor assigned and transferred 25% of his entire right, title and interest in a 50% interest as a Limited Partner of the Partnership to the Assignee.

C. It is the desire of the parties that the Assignee be admitted as a Limited Partner of the Partnership to the extent of the 25% limited partnership interest assigned to the Assignee by the Assignor, and that pursuant to such desire, the Partnership Agreement be amended to reflect said admittance.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties agree and certify that the Agreement and Certificate of Limited Partnership of LITTLE OAKS APARTMENTS, LTD. is amended to provide as follows:

1. The Assignor hereby assigns to the Assignee 25% of his interest as a Limited Partner of the Partnership. The Partnership hereby accepts such assignment.

2. Section 7.1 of the Partnership Agreement is hereby deleted in its entirety, and the following new Section 7.1 is hereby inserted in the Partnership Agreement in lieu thereof:

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA

"7.1 Division of Profits and Losses and Ownership. All profits and losses and percentage of ownership will be divided as follows:

GENERAL PARTNERS:

Corporate General Partner:

Royal American Development, Inc.	1%
1002 W. 23 rd Street, Suite 400	
Panama City, Florida 32405	

Individual General Partner:

Joseph F. Chapman, III	1%
1002 W. 23 rd Street, Suite 400	
Panama City, Florida 32405	

LIMITED PARTNERS:

Joseph F. Chapman, III	48%
1002 W. 23 rd Street, Suite 400	
Panama City, FL 32405	

James L. Dake	25%
1704 Tyndall Drive	
Panama City, Florida 32401	

Georgia A. Dake	25%
2924 W. 27 th Court	
Panama City, Florida 32405"	

3. It is further provided and agreed that the Assignee shall be and hereby is admitted as a Limited Partner of the Partnership to the full extent of the 25% 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 admittance; (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 25% 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 Agreement and Certificate of Limited Partnership of the Partnership, as amended.

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

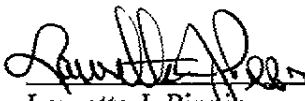
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date herein above first written.

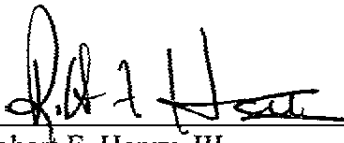
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

CORPORATE GENERAL PARTNER:

ATTEST:

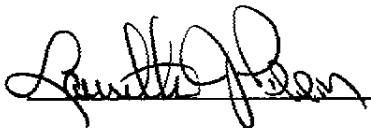

ROYAL AMERICAN DEVELOPMENT, INC.


Laurretta J. Pippin
Assistant Secretary

By: 
Robert F. Henry, III
Vice President

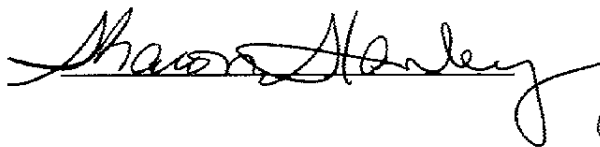
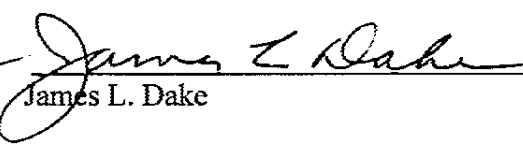
INDIVIDUAL GENERAL PARTNER
AND LIMITED PARTNER:

WITNESS:



Joseph F. Chapman, III

WITNESS:

ASSIGNOR:



James L. Dake

WITNESS:

ASSIGNEE:



Georgia A. Dake

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02 OCT 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

Personally appeared before me, a notary public in and for said county and state, ROBERT F. HENRY, III (as a duly authorized officer of ROYAL AMERICAN DEVELOPMENT, INC.) with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that ROYAL AMERICAN DEVELOPMENT, INC. is a party to the foregoing and annexed First Amendment to the Agreement and Certificate of Limited Partnership of LITTLE OAKS APARTMENTS, LTD., and that the facts relating to the said ROYAL AMERICAN DEVELOPMENT, INC. set forth in said Amendment are true and correct, and the said ROBERT F. HENRY, III, on behalf of ROYAL AMERICAN DEVELOPMENT, INC., acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 23rd day of October, 2002.

Misty L. Stanley
NOTARY PUBLIC

Printed Name: Misty L. Stanley
Commission No.: DD 065947
Expiring on: 10-29-2005



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02 OCT 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida)
COUNTY OF Bay) SS:

Personally appeared before me, a notary public in and for said county and state, JOSEPH F. CHAPMAN, III with whom I am personally acquainted or who has provided _____ as satisfactory identification, and who has acknowledged that he is a party to the foregoing and annexed First Amendment to the Agreement and Certificate of Limited Partnership of LITTLE OAKS APARTMENTS, LTD., and that the facts relating to him set forth in said amendment are true and correct, and he acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 28th day of October, 2002.

Misty L. Stanley
NOTARY PUBLIC

Printed Name: Misty L. Stanley
Commission No.: 222065947
Expiring on: 10-29-2005



FILED
02 OCT 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida) SS:
COUNTY OF Bay)

Personally appeared before me, a notary public in and for said county and state, JAMES L. DAKE with whom I am personally acquainted or who has provided known as satisfactory identification, and who has acknowledged that he is a party to the foregoing and annexed First Amendment to the Agreement and Certificate of Limited Partnership of LITTLE OAKS APARTMENTS, LTD., and that the facts relating to him set forth in said amendment are true and correct, and he acknowledged to me that he executed said Amendment as his free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 22 day of October 2002.

Sharon Stanley
NOTARY PUBLIC

Printed Name: _____
Commission No.: _____
Expiring on: _____



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02 OCT 30 PM 1:03
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

STATE OF Florida) SS:
COUNTY OF Bay)

Personally appeared before me, a notary public in and for said county and state, GEORGIA A. DAKE with whom I am personally acquainted or who has provided known as satisfactory identification, and who has acknowledged that she is a party to the foregoing and annexed First Amendment to the Agreement and Certificate of Limited Partnership of LITTLE OAKS APARTMENTS, LTD., and that the facts relating to her set forth in said amendment are true and correct, and she acknowledged to me that he executed said Amendment as her free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 22 day of October, 2002.

Sharon Stanley
NOTARY PUBLIC



Printed Name: _____
Commission No.: _____
Expiring on: _____