

A10159

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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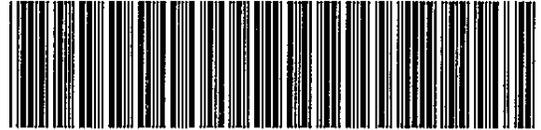
(Business Entity Name)

(Document Number)

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** The Rivers Apartments, Ltd./A10159  
(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 ) 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  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE  
OF  
THE RIVERS APARTMENTS, LTD.

THIS AMENDMENT is made and entered into as of the 6<sup>th</sup> day of December, 2005, but is effective for all purposes as of January 1, 2005, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) EMERSON AND SHIRLEY ALLSWORTH (hereinafter jointly referred to as the "Assignor"); and (iii) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

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RECITALS:

A. THE RIVERS APARTMENTS, 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 March 4, 1981, and is presently existing pursuant to an Amended and Restated Limited Partnership Agreement and Certificate (hereinafter referred to as the "Partnership Agreement") filed on April 21, 1981.

B. Pursuant to an Agreement of Assignment and Sale, the Assignor sold, assigned and transferred its entire right, title and interest in a 3.1625% 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 3.1625% 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 Limited Partnership Agreement and Certificate of Limited Partnership of THE RIVERS APARTMENTS, 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 3.1625% 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 3.16% 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 Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

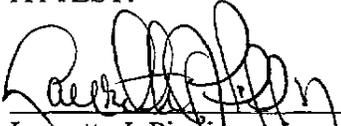
IN WITNESS WHEREOF, the parties hereto have executed this Amendment under seal effective as of the date hereinabove first written.

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CLERK OF DISTRICT COURT  
MIAMI BEACH, FLORIDA

GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:

  
\_\_\_\_\_  
Laurretta J. Pippin  
Secretary

By:   
\_\_\_\_\_  
Joseph F. Chapman, IV  
President

LIMITED PARTNERS:

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

ATTEST:

  
\_\_\_\_\_  
Laurretta J. Pippin  
Secretary

By:   
\_\_\_\_\_  
Joseph F. Chapman, IV  
President

WITNESS:

*Janine V. Lusk*

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNER:

*Emerson Allsworth*  
Emerson Allsworth

*L. M. Williams*

*Shirley Allsworth*  
Shirley Allsworth

WITNESS:

ATTEST:

*Laurette J. Pippin*  
Laurette J. Pippin  
Secretary

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By: *Joseph F. Chapman, IV*  
Joseph F. Chapman, IV  
President

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TALLAHASSEE, FLORIDA

EXHIBIT A  
THE RIVERS APARTMENTS, LTD.  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE

Name

GENERAL PARTNERS:

Royal American Development, Inc.  
Joseph F. Chapman, III

LIMITED PARTNERS:

Royal American Development, Inc.	3.1625%
Estate of Crantford V. Anderson, Jr.	3.1625%
John P. Anderson	3.1625%
Raymond G. Armstrong, M.D.	3.1625%
Jo-Ann Sawitz Bass	1.58125%
Marshall Brickman	3.1625%
Arthur H. Burgess, Jr.	3.1625%
Ronald E. Deal	3.1625%
Equity Resource Fund XIV	4.735%
Vincent Farina, Jr.	3.1625%
Norman L. Greenberg	3.1625%
Robert Lee Hunter	3.1625%
Martin Jacobs	3.1625%
Bert Josephson	3.1625%
Joyce Kaiser Revocable Trust	3.1625%
Jeffrey Lefcourt	3.1625%
Harry E. Lennon	3.1625%
Hyman Livingston	3.1625%
Jiles T. Lynch Marital Trust	3.1625%
Robert P. and Ruth A. Mack	1.58125%
Jose Frederico Maia	3.1625%
Marion S. Miller	3.1625%
James Panos	3.1625%
John J. Pittari, MD	1.58125%
Brent R. Rimmke	6.31375%
Irwin E. Sawitz	1.58125%
Herbert Schneider	3.1625%
Lorraine M. Sloss	9.47%
David Sufian	3.1625%
Wexler Family Trust	1.58125%

Percentage of  
Partnership Interest

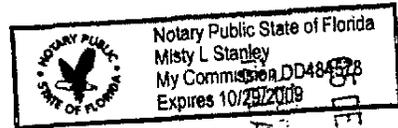
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BAY )

The foregoing instrument was acknowledged before me this 6 day of Dec, 2005 by Joseph F. Chapman, IV as 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 Stanley  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_



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DEC 21 AM 8:37  
HARRIS COUNTY, FLORIDA

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 12 day of December, 2005 by Emerson Allsworth and Shirley Allsworth, who are (  ) personally known to me or who have ( ) produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

Lila M. Williams  
NOTARY PUBLIC

Printed Name: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Expiring on: \_\_\_\_\_

