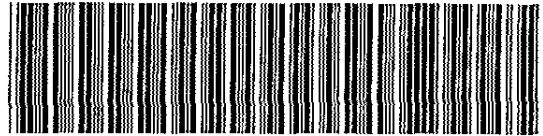


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DEPT OF STATE
TALLAHASSEE, FLORIDA



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DOCUMENT NO. A10159

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
THE RIVERS APARTMENTS, LTD.

FILED

03 AUG 26 AM 10:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Name: THE RIVERS 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

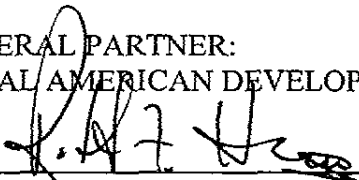
F. Latest Dissolution Date: December 31, 2045

G. Date of Filing of
Original Certificate: March 4, 1981

H. Date of Amended
Certificate: August 22, 2003

Additional terms of the Certificate of Amendment to the Amended and Restated Certificate of Limited Partnership are set forth in the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership of The Rivers 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.

GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

By: 
Robert F. Henry, III
President

FILED

- 2 -

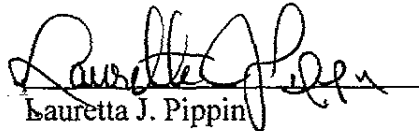
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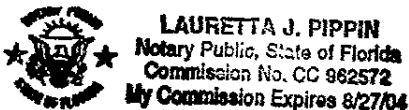
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

I, Laurretta J. Pippin, 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 22 day of August, 2003.


Laurretta J. Pippin
Notary Public, State of Florida
Commission No. CC962572
My Commission Expires:
August 27, 2004



(Notary's Seal)

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE RIVERS APARTMENTS, LTD.

THIS AMENDMENT is made and entered into as of the 22 day of August, 2003, but is effective for all purposes as of January 1, 2003, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) MARSHALL BRICKMAN PERSONAL REPRESENTATIVE OF THE ESTATE OF ABRAM BRICKMAN (hereinafter referred to as the "Assignor"); and (iii) MARSHALL BRICKMAN, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. THE RIVERS APARTMENTS, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership presently existing pursuant to a Limited Partnership Agreement and Certificate of Limited Partnership (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Agreement of Assignment, the Assignor 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 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 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 3.1625% 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.

ATTEST:


Laurretta J. Pippin

Assistant Secretary

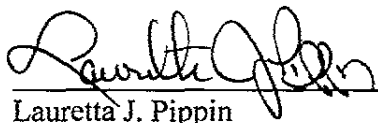
MANAGING GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

By: 

Robert F. Henry, III
Vice President

ATTEST:


Laurretta J. Pippin

Assistant Secretary

LIMITED PARTNERS:

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

By: 

Robert F. Henry, III
Vice President

WITNESS:

Phyllis J. Haan

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

ESTATE OF ABRAM BRICKMAN

By Marshall Brickman
Marshall Brickman, Personal Representative

WITNESS:

Phyllis J. Haan

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

Marshall Brickman
Marshall Brickman

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

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	1.00%
Joseph F. Chapman, III	1.00%
<u>LIMITED PARTNERS:</u>	
Emerson and Shirley Allsworth	3.1625%
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, Trustee	
Joyce Kaiser Revocable Trust	3.1625%
Jeffrey Lefcourt	3.1625%
Harry E. Lennon	3.1625%
Hyman Livingston	3.1625%
Phyllis Faircloth, Trustee	
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%

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EXHIBIT A
(CONT.)

David Sufian	3.1625%
Pamela Wexler Smith, Trustee	
Wexler Family Trust	1.58125%

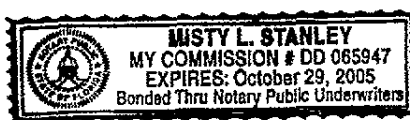
STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

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 Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of THE RIVERS 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 22 day of August, 2007. 3

Misty L. Stanley
NOTARY PUBLIC

Printed Name: Misty L. Stanley
Commission No.: DD065947
Expiring on: 10-29-05



STATE OF New York)
) SS:
COUNTY OF New York)

Personally appeared before me, a notary public in and for said county and state, MARSHALL BRICKMAN (both individually and in his capacity as Personal Representative of THE ESTATE OF ABRAM BRICKMAN) 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 Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of THE RIVERS APARTMENTS, LTD., and that the facts relating to THE ESTATE OF ABRAM BRICKMAN and to MARSHALL BRICKMAN, individually 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 12th day of August, 2002.³


NOTARY PUBLIC

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

JOYCE WOO
NOTARY PUBLIC STATE OF NEW YORK
REGISTRATION # 01WO6053548
QUALIFIED IN WESTCHESTER COUNTY
COMMISSION EXPIRES JANUARY 16, 2007