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11 MAR 15 PM 2:59

B. KOHR

MAR 15 2011

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Southside Apartments of Marianna, Ltd.

The enclosed Certificate of Amendment and fees are submitted for filing:

Please return all correspondence concerning this matter to:

George H. Gwynn
Williams, Gautier, Gwynn, DeLoach & Sorenson, P.A.
P.O. Box 4128
Tallahassee, FL 32315

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 MAR 15 PM 2:59

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For further information concerning this matter, please call:

Cindi Young
850-386-3300

Enclosed is a check for the following amount:

☒ \$52.50 Filing Fee ☐ \$61.25 Filing Fee & Certificate of Status ☐ \$105.00 Filing Fee & Certified Copy ☐ \$113.75 Filing Fee, Certificate of Status & Certified Copy
(additional copy is enclosed) (additional copy is enclosed)

Mailing Address:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**EIGHTH AMENDMENT TO CERTIFICATE OF AGREEMENT
OF LIMITED PARTNERSHIP**

FILED
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DIVISION OF CORPORATIONS
11 MAR 15 PM 2:53

WHEREAS, the Estate of Taylor Budd Williams has assigned, sold, and transferred thirteen and three quarters (13.75%) of his interest in Southside Apartments of Marianna, Ltd., a limited partnership existing under the laws of the State of Florida, to Debora R. Williams, as Trustee of the Taylor Budd Williams Family Trust u/w/d 9/5/07, with the approval of the Managing General Partner. The original certificate of limited partnership was filed with the Secretary of State on September 9, 1981.

NOW, THEREFORE, subsection 2.02 and 3.05 are amended as follows:

2.02 Limited Partners

Graves Williams, Wilton R. Miller, W. Robert Olive, Kelly Wade Williams, and Debora R. Williams, as Trustee of the Taylor Budd Williams Family Trust u/w/d 9/5/07 shall be the Limited Partners of the Partnership. All persons, firms and organizations who from time to time are Limited Partners in the Partnership are sometimes hereinafter collectively referred to as "Limited Partners" and individually as "Limited Partner." It is understood that each and every Limited Partner shall have the right to sell, transfer or otherwise divest himself or herself of his or her limited partnership interest subject only to said additional limited partners being approved by the Farmers Home Administration.

3.05 Distribution:

Profits, losses and cash flow of the Partnership shall be distributed among General and Limited Partners in accordance with their percentage of ownership as follows:

GENERAL PARTNERS:

Wilton R. Miller	3.0%
W. Robert Olive	3.0%

LIMITED PARTNERS:

Wilton R. Miller	13.00%
W. Robert Olive	23.50%
Graves Williams	30.00%
Debora R. Williams, Trustee of the Taylor Budd Family Trust u/w/d 9/5/07	13.75%
Kelly Wade Williams	<u>13.75%</u>
	100.00%

WITNESSED BY:

Bethi Orser

Witness Signature

Linda M. Sante

Witness Signature

AS TO WILTON R. MILLER

Mary Strickland

Witness Signature

Linda M. Sante

Witness Signature

AS TO W. ROBERT OLIVE

K. J. 1/1/2

Witness Signature

Pamela K. Upsher

Witness Signature

AS TO GRAVES WILLIAMS

Myrtle

Witness Signature

Charles C. Gray

Witness Signature

AS TO DEBORA R. WILLIAMS

K. J. 1/1/2

Witness Signature

Pamela K. Upsher

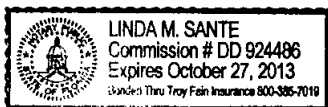
Witness Signature

AS TO KELLY WADE WILLIAMS

STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 24th day of January, 2011, by WILTON R. MILLER, who ☒ is personally known to me, or ☐ has produced _____ as identification.



Wilton R. Miller

WILTON R. MILLER

General Partner and Limited Partner

W. Robert Olive

W. ROBERT OLIVE

General Partner and Limited Partner

Graves Williams

GRAVES WILLIAMS

General Partner and Limited Partner

Debora R. Williams

DEBORA R. WILLIAMS, as Trustee of
the Taylor Budd Williams Family Trust
u/w/d 9/5/07

Limited Partner

Kelly Wade Williams

KELLY WADE WILLIAMS

Limited Partner

Linda M. Sante

Notary Public

Linda M. Sante

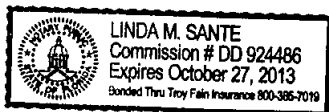
Print or Type Name

NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 31st day of January, 2011, by W. ROBERT OLIVE, who ☒ is personally known to me, or ☐ has produced _____ as identification.



Linda M. Sante
Notary Public

Linda M. Sante

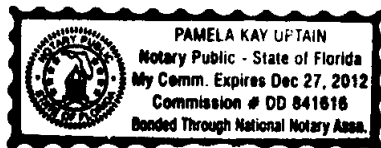
Print or Type Name

NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF Gadsden

The foregoing instrument was acknowledged before me this 11th day of February, 2011, by GRAVES WILLIAMS, who ☒ is personally known to me, or ☐ has produced _____ as identification.



Pamela Kay Uptain
Notary Public

Pamela K. Uptain

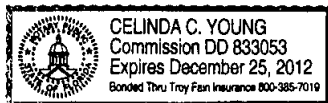
Print or Type Name

NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF Leon

The foregoing instrument was acknowledged before me this 20th day of January, 2011, by DEBORA R. WILLIAMS, as Trustee of the Taylor Budd Williams Family Trust u/w/d 9/5/07, who ☒ is personally known to me, or ☐ has produced _____ as identification.



Celinda C. Young
Notary Public

Celinda C. Young

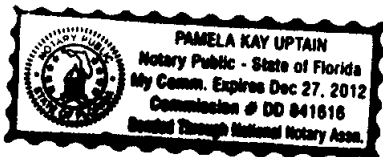
Print or Type Name

NOTARY PUBLIC

STATE OF FLORIDA

COUNTY OF Gadsden

The foregoing instrument was acknowledged before me this 11th day of January, 2011, by KELLY WADE WILLIAMS, who ☒ is personally known to me, or ☐ has produced _____ as identification.



Pamela Kay Uptain
Notary Public

Pamela Kay Uptain

Print or Type Name

NOTARY PUBLIC