

A11144

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

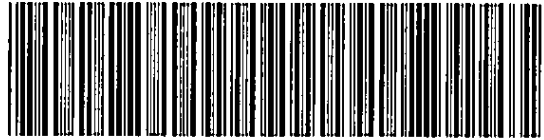
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOUTHERN VILLAS OF APALACHICOLA, LTD. - DOC #A11144
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

1022 W. 23rd Street, Suite 300

Address

Panama City, FL 32405

City, State and Zip Code

laura.pippin@royalamerican.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laura Pippin

at (850) 769-8981

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

Mailing Address:

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

Street Address:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FIFTH
AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND CERTIFICATE
OF
SOUTHERN VILLAS OF APALACHICOLA, LTD.
[Pursuant to the provisions of Section 620.1202, Florida Statutes]

THIS AMENDMENT is made and entered into as of the 20th day of October 2020, but is accepted by SOUTHERN VILLAS OF APALACHICOLA, LTD. as of January 1, 2020, by and among the undersigned parties.

RECITALS:

A. SOUTHERN VILLAS OF APALACHICOLA, LTD. (hereinafter referred to as the "Partnership") is a Florida limited partnership formed and presently existing pursuant to a Limited Partnership Agreement and Certificate filed with the Florida Secretary of State on September 14, 1981, assigned Florida Document number A11144, with a First Amendment to Limited Partnership Agreement and Certificate filed May 25, 1982, a Second Amendment to Limited Partnership Agreement and Certificate filed September 23, 1982, a Third Amendment to Limited Partnership Agreement and Certificate filed August 31, 2006, and a Fourth Amendment to Limited Partnership Agreement dated January 22, 2020, (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Agreement of Assignment and Acceptance, J. HOWARD NICHOLS, (hereinafter referred to as the "Assignor") assigned and transferred his entire right, title and interest in a 23.75% interest (hereinafter referred to as the "Partnership Interest") as a Limited Partner of the Partnership to J. HOWARD NICHOLS TRUST, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner". 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 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 Partnership Agreement of SOUTHERN VILLAS OF APALACHICOLA, 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. It is further provided and agreed that (i) the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the Partnership 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 Partnership 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 Partnership Agreement of the Partnership, as amended.

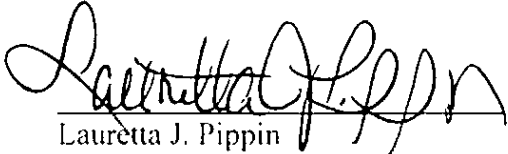
3. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

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

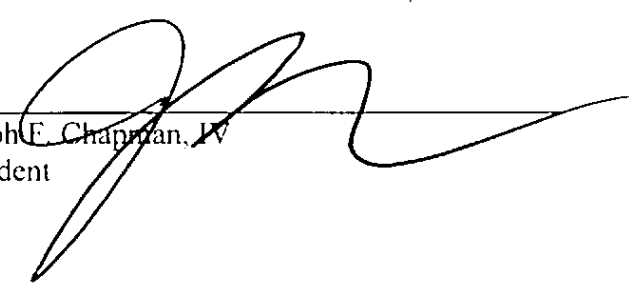
GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.


Lauretta J. Pippin
Secretary

By:

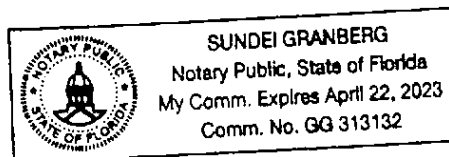

Joseph F. Chapman, IV
President

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 20 day of Oct, 2020 by Joseph F. Chapman, IV, as President of Royal American Development, Inc., 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.


NOTARY PUBLIC

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



WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

[Signature]
MICHAEL J. CONIGLIO

[Signature]
J. Howard Nichols

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

WITNESS:

J. HOWARD NICHOLS TRUST

[Signature]
MICHAEL J. CONIGLIO

By: [Signature]
J. Howard Nichols, Trustee

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI)

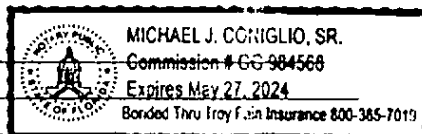
The foregoing instrument was acknowledged before me this 11th day of OCTOBER, 2020 by J. Howard Nichols, who is (☒) personally known to me or who has () produced photo identification and who executed the foregoing instrument for the uses and purposes therein mentioned.

[Signature]
NOTARY PUBLIC

Printed Name: _____

Commission No.: _____

Expiring on: _____



(SIGNATURES CONTINUED ON NEXT PAGE)

WITNESS:

LIMITED PARTNER:

STOKES AND COMPANY

Adam Tornellan
Adam Tornellan

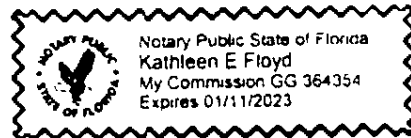
By: E. Chester Stokes, Jr.
E. Chester Stokes, Jr.
President

STATE OF Florida)
) SS:
COUNTY OF St. Johns)

The foregoing instrument was acknowledged before me this 29th day of October, 2020 by E. Chester Stokes, Jr., President of Stokes and Company, 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.

Kathleen E. Floyd
NOTARY PUBLIC

Printed Name: Kathleen E. Floyd
Commission No.: GG 364354
Expiring on: 01-11-2023



WITNESS:

[Signature]

LIMITED PARTNER:

[Signature]
R. Bartow Rainey, Jr.

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

The foregoing instrument was acknowledged before me this 3 day of NOVEMBER 2020 by R. Bartow Rainey, Jr. 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.

[Signature]
NOTARY PUBLIC

Printed Name: Helena Adams
Commission No.:
Expiring on: April 6, 2021

