

A11218

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

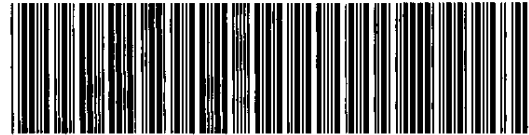
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200186342692

10/07/10--01008--026 **315.00

FILED

10 OCT -7 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

OCT 8 2010

EXAMINER



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

October 5, 2010

Florida Department of State
Division of Corporations
Partnership Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Enclosed is the original and one conformed copy of amendments to the limited partnership agreements for the below referenced partnerships:

- | | |
|--------------------------------|-------------|
| • Century Woods, Ltd. | Doc. A11218 |
| • Murray Hill Apartments, Ltd. | Doc. A12703 |
| • Pineland Apartments, Ltd. | Doc. A12702 |

In addition, enclosed is a check for \$315.00 representing filing fees as follows:

Filing Fees (3)	\$157.50
Certified Copy Fees (3)	<u>\$157.50</u>
Total	<u>\$315.00</u>

The certified copies should be returned to:

Laura Pippin
Royal American
1002 W. 23rd Street, Suite 400
Panama City, FL 34205

Sincerely,



Laura Pippin

Enclosures: as stated

FILED
10 OCT - 7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CENTURY WOODS, LTD. (DOC. NO. A11218)
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

laura.pippin@royal-american.com

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

For further information concerning this matter, please call:

LAURA PIPPIN

Name of Contact Person

at (850) 914-3268

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

FILED
10 OCT - 7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT
TO
AMENDED AND RESTATED
AGREEMENT AND CERTIFICATE
OF
CENTURY WOODS, LTD.

[Pursuant to the provisions of Section 620.1202, Florida Statutes]

THIS AMENDMENT is made and entered into as of the 19th day of August, 2010, but is accepted by CENTURY WOODS, LTD. as of January 1, 2010, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) THE ESTATE OF JAMES W. PONDER, III (hereinafter referred to as the "Assignor"); (iii) HELEN TRACY HESSER, as sole Trustee of The James W. Ponder, III Trust f/b/o Dustin Ponder dated March 31, 1976 (hereafter referred to as Assignee"); and (iv) HEATHER PONDER, (hereinafter referred to as "Assignee").

RECITALS:

A. CENTURY WOODS, 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 September 23, 1981, assigned Florida document number A11218, and is presently existing pursuant to an Amended and Restated Agreement and Certificate (hereinafter referred to as the "Partnership Agreement") filed on November 30, 1983.

B. Pursuant to an Agreement of Assignment and Acceptance, the Assignor assigned and transferred its entire right, title and interest in a 2.375% interest as a Limited Partner of the Partnership to each Assignee, in equal interests of 1.1875% each. 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 each Assignee be substituted as Limited Partners of the Partnership to the extent of the 1.1875% limited partnership interest assigned to each 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 is hereby acknowledged, the undersigned parties agree and certify that the Limited Partnership Agreement and Certificate of Limited Partnership of CENTURY WOODS, 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.

10 OCT - 7 PM:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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 each Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 1.1875% limited partner interest assigned to each Assignee by the Assignor; (i) the signing of this Amendment by the parties hereto does and shall constitute the consent of all Partners to said substitution; (ii) 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 each Assignee to the extent of the 1.1875% limited partner interest assigned to each Assignee by the Assignor; and (iii) the execution of this Amendment by each Assignee shall constitute the agreements of each as Limited Partners, to all of the terms and provisions of the Partnership Agreement of the Partnership, as amended.

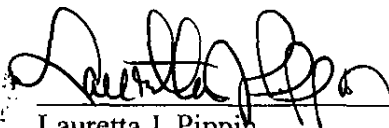
4. Except as hereby amended, the Partnership Agreement of the Partnership is ratified and affirmed in all respects.

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


MANAGING GENERAL PARTNER:

ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:



Lauretta J. Pippin
Secretary

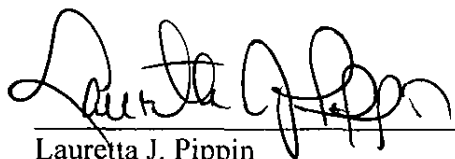
By: 

Joseph F. Chapman, IV
Vice President

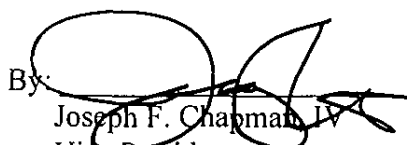
LIMITED PARTNERS:

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

ATTEST:



Lauretta J. Pippin
Secretary

By: 

Joseph F. Chapman, IV
Vice President

FILED
10 OCT -7
PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 5th day of October, 2010 by Joseph F. Chapman, IV as Vice 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.



NOTARY PUBLIC

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



FILED
10 OCT -7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

ESTATE OF JAMES W. PONDER, III

By: Helen Tracy Hesser
Helen Tracy Hesser, Personal Representative

FILED
10 OCT -7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida)
COUNTY OF Sarasota) SS:

The foregoing instrument was acknowledged before me this 19th day of August, 2010 by Helen Tracy Hesser as Personal Representative of the Estate of James W. Ponder, III, 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.

Cathy Long
NOTARY PUBLIC

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

NOTARY PUBLIC-STATE OF FLORIDA
Cathy Long
Commission # DD717591
Expires: OCT. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

JAMES W. PONDER, III TRUST F/B/O
DUSTIN PONDER DATED MARCH 31, 1976

By: Helen Tracy Hesser
Helen Tracy Hesser, sole Trustee

FILED
10 OCT - 7 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida)
COUNTY OF Sarasota) SS:

The foregoing instrument was acknowledged before me this 19th day of August, 2010 by Helen Tracy Hesser, as sole Trustee of the James W. Ponder, III Trust f/b/o Dustin Ponder dated March 31, 1976, 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.

Cathy Long
NOTARY PUBLIC

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

NOTARY PUBLIC-STATE OF FLORIDA
Cathy Long
Commission #DD71750
Expires: OCT. 30, 2011
BONDED THRU ATLANTIC BONDING CO.

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

Heather L. Ponder
Heather Ponder

FILED
10 OCT - 7 PM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF Florida)
COUNTY OF Sarasota) SS:

The foregoing instrument was acknowledged before me this 30 day of August, 2010 by Heather Ponder, 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.

Cathy Long
NOTARY PUBLIC

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

NOTARY PUBLIC-STATE OF FLORIDA
Cathy Long
Commission #DD717591
Expires: OCT. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

EXHIBIT A
CENTURY WOODS, LTD.
AGREEMENT AND CERTIFICATE
OF
LIMITED PARTNERSHIP

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	4.00%
Southern Coastal Mortgage Company	1.00%
<u>LIMITED PARTNERS:</u>	
Royal American Development, Inc.	2.375%
Dr. Conrado B. Abinoja	2.375%
Harry H. and Carrie E. Bash	1.1875%
Richard W. Basler	1.1875%
Robert J. Basler	2.375%
Timothy M. Biddle	2.375%
Dwayne Bird	2.375%
William R. and Annette Boling	2.375%
Les W. Burke	2.375%
Cousins, LLC	2.375%
Sandra G. Durrie	1.1875%
Jean R. Ehrhart	2.375%
Phillip R. Estipular	2.375%
Cyrus Farrehi, M.D.	4.75%
Ronald J. Flier	2.375%
Franklin and Mary H. Ford	2.375%
John M. Gooding	2.375%
Phillip W. Hadley, M.D.	2.375%
Robert L. and LaRue G. Hunter	4.75%
Dr. J. Marshall Jung	4.75%
Thomas N. and Toshiko Kovacevic	4.75%
Matthew N. and Betty Masem	2.375%
William D. McGovern	1.1875%
Estate of William J. Miller, Jr.	2.375%
Mary Kathryn Napp	2.375%
James W. Ponder, III Trust f/b/o Dustin Ponder	1.1875%
Heather Ponder	1.1875%
John R. Pope	2.375%

10 OCT - 7 PM 1:57

FILED

EXHIBIT A (CONT.)

LIMITED PARTNERS

Kallambella C. Ramesh, M.D.	2.375%
James H. Riddle, Jr.	2.375%
John R. Ryan	2.375%
Robin Ould Rentsch	2.375%
Edwin H. and Mary L. Schmidt	2.375%
H. Albert and Catherine Silsby	2.375%
James E. Stevens, M.D.	2.375%
Carol E. Thompson Trust/Attn: Jan Holland	2.375%
Susan C. Thomson	2.375%
Thomas B. and N. Jean Trammell	2.375%
Edward J. Wucik	2.375%

FILED
10 OCT - 7 PM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA