

# A11512

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Name  
Availability

Document

Examiner DCC

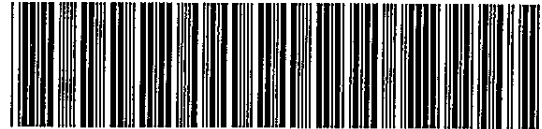
to file Office Use Only

Signature

Signature

Notarization DCC

Notarization DCC



300032606083

04/14/04--01039--020 \*\*315.00

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SECRETARY OF STATE  
04 APR 14 PM 12:20



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

April 13, 2004

Via Federal Express

Florida Department of State  
Division of Corporations  
Partnership Amendment Section  
409 East Gaines Street  
Tallahassee, FL 32399

Gentlemen:

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

- Sutton Creek Apartments, Ltd. Doc. A07539
- Sand Dunes Apartments, Ltd. Doc. A11512
- Dixie Grove Apartments, Ltd. Doc. A12149

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	\$315.00

The certified copies should be returned to:

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

If you should have any questions or require additional information, please do not hesitate to contact our office. Thank you for your assistance in this regard.

Sincerely,

  
Laura Pippin

Enclosures: as stated

04 APR 14 PM 12:20

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT NO. A11512

CERTIFICATE OF SECOND AMENDMENT TO  
AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP  
PURSUANT TO FLORIDA STATUTES 620.109  
OF  
SAND DUNES APARTMENTS, LTD.

A. Name: SAND DUNES 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 Partners: 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, 2025

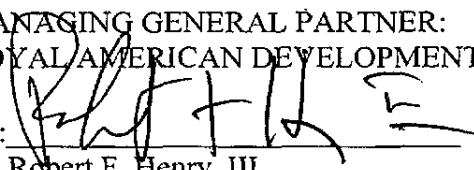
G. Date of Filing of  
Original Certificate: November 17, 1981

H. Date of Amended  
Certificate: March 3, 2004

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Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Second Amendment to Amended and Restated Agreement and Certificate of Limited Partnership of Sand Dunes 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.

MANAGING GENERAL PARTNER:  
ROYAL AMERICAN DEVELOPMENT, INC.

By:   
Robert F. Henry, III  
Vice President

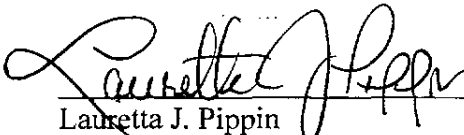
STATE OF FLORIDA  
COUNTY OF BAY

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 3<sup>rd</sup> day of March, 2004.



**LAURETTA J. PIPPIN**  
Notary Public, State of Florida  
Commission No. CC 962572  
My Commission Expires 8/27/04

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

(Notary's Seal)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF  
LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.

THIS AMENDMENT is made and entered into as of the 3rd day of March, 2004, but is effective for all purposes as of January 1, 2004, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC. and JOSEPH F. CHAPMAN, III, (hereinafter referred to as the "General Partners"); (ii) each of the Assignor Limited Partners who have executed a Certification and Signature Page attached hereto, (each hereinafter referred to as an "Assignor" and collectively as the "Assignors"); and (iii) AHP ACQUISITION COMPANY, LLC, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. SAND DUNES 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, as amended (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Agreement of Assignment, each Assignor assigned and transferred the Assignor's entire right, title and interest to his partnership interest as a Limited Partner of the Partnership to the Assignee.

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 limited partnership interests assigned to the Assignee by the Assignors, and that pursuant to such desire, the Partnership Agreement be amended to reflect said substitution and the withdrawal of the Assignors as Limited Partners 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 Amended and Restated Agreement and Certificate of Limited Partnership of SAND DUNES APARTMENTS, LTD. is amended to provide as follows:

1. Each Assignor Limited Partner, who has executed a Certification and Signature Page hereby withdraws as a Limited Partner of the Partnership. The Partnership hereby accepts such withdrawal and each said Assignor shall hereafter cease to be a Limited Partner of the Partnership.

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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.

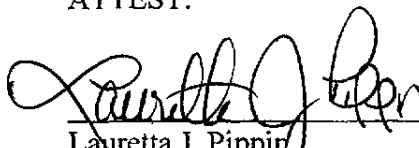
3. It is further provided and agreed that the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the limited partner interests assigned by the Assignors; (ii) the signing of this Amendment by the parties hereto does and shall constitute the consent of 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 limited partner interests assigned by the Assignors; 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, as amended, 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.

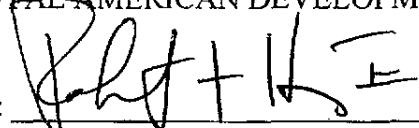
GENERAL PARTNERS:

ATTEST:

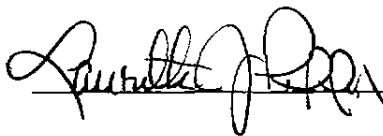
  
Lauretta J. Pippin  
Assistant Secretary

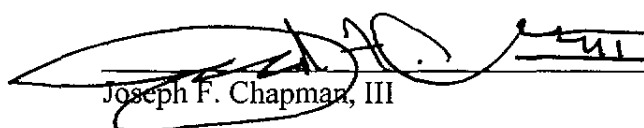
ROYAL AMERICAN DEVELOPMENT, INC.

By:

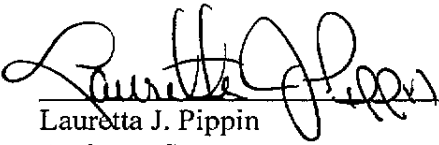
  
Robert F. Henry, III  
Vice President

WITNESS:



  
Joseph F. Chapman, III

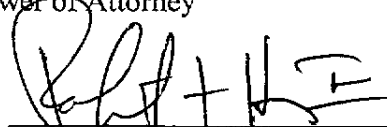
ATTEST:

  
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

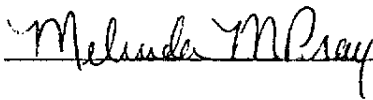
WITNESS:

  
Laurretta J. Pippin

ASSIGNOR AND WITHDRAWING  
LIMITED PARTNERS:

Each Assignor Limited Partner has executed a  
Certification and Signature Page which is  
attached hereto and is the signature of the  
Assignor and Withdrawing Limited Partner

WITNESS:

  
Melinda McQuinn

ASSIGNEE AND SUBSTITUTE  
LIMITED PARTNER:

AHP ACQUISITION COMPANY, LLC

By:

  
G. Kevin McQuinn, Member

EXHIBIT A  
SAND DUNES APARTMENTS, LTD.  
LIMITED PARTNERSHIP AGREEMENT  
AND  
CERTIFICATE OF LIMITED PARTNERSHIP

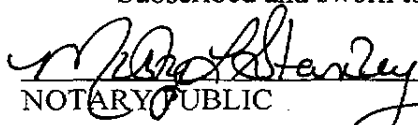
<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>GENERAL PARTNERS:</u>	
Royal American Development, Inc.	1.00%
Joseph F. Chapman, III	1.00%
<u>LIMITED PARTNERS:</u>	
Chapman Associates, Ltd.	4.00%
AHP Acquisition Company, LLC	41.055%
John W. Chierichella	1.94%
Richard and Diane Chillemi	1.94%
Salvatore Fanale	3.915%
Dr. Paris Khavari	3.915%
Sushil V. Kumar, M.D.	7.916%
Paul M. Long, M.D.	11.804%
Walter T. Matia, II	1.94%
Dr. George and Vasso Mitchels	3.915%
Harold Schachter	3.915%
George F. Schudy	3.915%
Dr. Merle Stringer	3.915%
Samuel A. Torres, M.D.	3.915%



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 Vice President 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 Second Amendment to the Amended and Restated Agreement and Certificate of Limited Partnership of SAND DUNES 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 3<sup>rd</sup> day of March, 2004.

  
\_\_\_\_\_  
NOTARY PUBLIC

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



STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF BAY        )

Personally appeared before me, a notary public in and for said county and state, JOSEPH F. CHAPMAN, III 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 Second Amendment to the Amended and Restated Agreement and Certificate of Limited Partnership of SAND DUNES APARTMENTS, LTD., and that the facts relating to him 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 3<sup>rd</sup> day of March, 2004.

  
NOTARY PUBLIC

Printed Name: Misty L. Stanley  
Commission No.: DD066947  
Expiring on: 10-29-05



STATE OF MAINE )  
 ) SS:  
COUNTY OF CUMBERLAND

Personally appeared before me, a notary public in and for said county and state, do hereby certify that G. KEVIN MCQUINN, as Member of AHP ACQUISITION COMPANY, LLC, with whom I am personally acquainted ~~or who has provided~~ as satisfactory identification, and who has acknowledged that AHP ACQUISITION COMPANY, LLC is a party to the foregoing and annexed Amendment to the Second Amendment to the Amended and Restated Agreement and Certificate of Limited Partnership of SAND DUNES APARTMENTS, LTD., and that the facts relating to AHP ACQUISITION COMPANY, LLC set forth in said Amendment are true and correct, and the said G. KEVIN MCQUINN on behalf of AHP ACQUISITION COMPANY, LLC 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 2<sup>nd</sup> day of MARCH, 2004.

Lucie S. Tardif  
NOTARY PUBLIC

Printed Name: Lucie S. Tardif  
Commission No.: \_\_\_\_\_  
Expiring on: MARCH 23, 2007

**LUCIE S. TARDIF**  
Notary Public, Maine  
My Commission Expires: March 23, 2007

**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledges and certifies that the undersigned has received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that undersigned has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certifies and agrees to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraws as a Limited Partner of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned has assigned all rights as a Limited Partner of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Certification and Signature Page under seal as of the 18<sup>th</sup> day of Feb, 2004.

Witness:

Limited Partner Assignor:

Melinda M. Pray

Ralph E. Brown [SEAL]  
Ralph E. Brown, P.E.

Limited Partnership Interest Assigned: 3.915 %

STATE OF Georgia  
COUNTY OF DeKalb

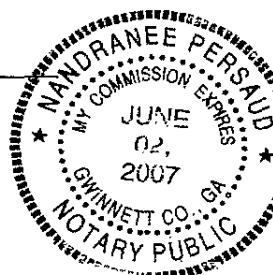
I HEREBY CERTIFY that on this 18<sup>th</sup> day of February 2004, before me personally appeared Ralph Edward Brown who is personally known to me or who has produced the identification identified below, did acknowledge that he/she is a party to the forgoing Certification and Signature Page, and that the facts relating to him/her are therein true and correct, and that he/she executed this Certification and Signature Page as his/her free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☐ To me personally known  
☒ Identified by Driver's License Number 069947550  
Issued by the State of GA

[SEAL]

Nandranee Persaud  
Notary Public, State of Georgia  
Printed Name: Nandranee Persaud  
Commission No.:  
Date Commission Expires:



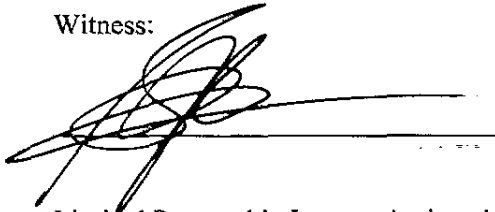
**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledges and certifies that the undersigned has received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that undersigned has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certifies and agrees to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraws as a Limited Partner of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned has assigned all rights as a Limited Partner of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Certification and Signature Page under seal as of the 19th day of February, 2004.

Witness:



Limited Partner Assignor:

 [SEAL]  
Laura S. Cramer

Limited Partnership Interest Assigned: 3.915 %

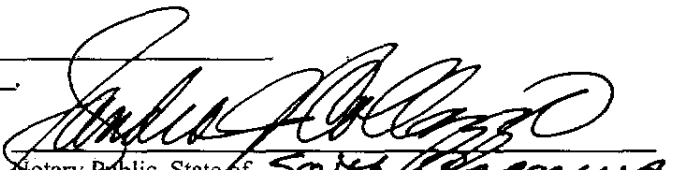
STATE OF SOUTH CAROLINA  
COUNTY OF BEAUFORT

I HEREBY CERTIFY that on this 19th day of FEB, 2004, before me personally appeared LAURA S. CRAMER who is personally known to me or who has produced the identification identified below, did acknowledge that he/she is a party to the forgoing Certification and Signature Page, and that the facts relating to him/her are therein true and correct, and that he/she executed this Certification and Signature Page as his/her free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known  
☐ Identified by Driver's License Number \_\_\_\_\_  
☐ Issued by the State of \_\_\_\_\_

[SEAL]

  
Notary Public, State of SOUTH CAROLINA  
Printed Name: SANDRA J. COCCARZO  
Commission No.: N/A  
Date Commission Expires: 2-12-13

**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**


The undersigned hereby acknowledges and certifies that the undersigned has received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that undersigned has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certifies and agrees to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraws as a Limited Partner of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned has assigned all rights as a Limited Partner of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Certification and Signature Page under seal as of the 25 day of Feb., 2004.

Witness:

Limited Partner Assignor:



 [SEAL]  
Carl D. Fackler, M.D.

Limited Partnership Interest Assigned: 3.915 %

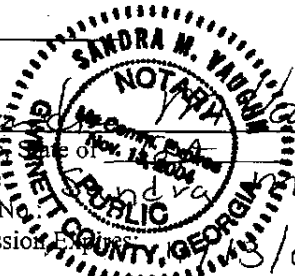
STATE OF Ga  
COUNTY OF Fulton

I HEREBY CERTIFY that on this 25 day of Feb, 2004, before me personally appeared Carl D. Fackler who is personally known to me or who has produced the identification identified below, did acknowledge that he/she is a party to the forgoing Certification and Signature Page, and that the facts relating to him/her are therein true and correct, and that he/she executed this Certification and Signature Page as his/her free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known  
☐ Identified by Driver's License Number \_\_\_\_\_  
☐ Issued by the State of \_\_\_\_\_

[SEAL]

  
Notary Public, State of Georgia  
Printed Name Sandra M. Vaughn  
Commission No. 114604  
Date Commission Expires 8/04

**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledges and certifies that the undersigned has received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that undersigned has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certifies and agrees to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraws as a Limited Partner of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned has assigned all rights as a Limited Partner of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Certification and Signature Page under seal as of the 19th day of February, 2004.

Witness:

Limited Partner Assignor:

Svetlana M. Shad

Thomas G. Gahagan [SEAL]  
Thomas G. Gahagan

Limited Partnership Interest Assigned: 3.915 %

STATE OF Colorado  
COUNTY OF Larimer

I HEREBY CERTIFY that on this 19 day of February, 2004, before me personally appeared Thomas G. Gahagan who is personally known to me or who has produced the identification identified below, did acknowledge that he/she is a party to the forgoing Certification and Signature Page, and that the facts relating to him/her are therein true and correct, and that he/she executed this Certification and Signature Page as his/her free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

To me personally known  
☒ Identified by Driver's License Number G250-827-38-134-D  
Issued by the State of Florida

[SEAL]

**KEVIN M. BRUCKER  
NOTARY PUBLIC  
STATE OF COLORADO**  
My Commission Expires Jul 22, 2006

Kevin M. Brucker  
Notary Public, State of Colorado  
Printed Name: Kevin M. Brucker  
Commission No.:  
Date Commission Expires: 7/22/06

**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledge and certify that the undersigned have received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that each has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certify and agree to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraw as Limited Partners of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned have assigned all rights as Limited Partners of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned have duly executed this Certification and Signature Page under seal as of the 26th day of February, 2004.

Witness:

[Signature]

Witness:

[Signature]

Limited Partnership Interest Assigned: 3.915 %

Limited Partner Assignors:

[Signature] [SEAL]  
Harold M. Grundset

[Signature] [SEAL]  
Elaine M. Grundset

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

I HEREBY CERTIFY that on this 26th day of February, 2004, before me personally appeared Harold Grundset & Elaine Grundset who are personally known to me or who have produced the identification identified below, did acknowledge that each is a party to the forgoing Certification and Signature Page, and that the facts relating to each are therein true and correct, and that each executed this Certification and Signature Page as their free act and deed for the purposes therein stated.

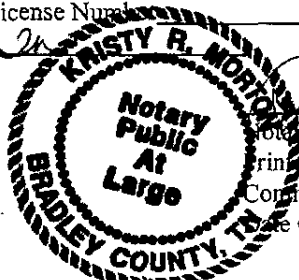
SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☐ To me personally known

☒ Identified by Driver's License Number

Issued by the State of IN

[SEAL]



[Signature]  
Notary Public, State of Tennessee  
Printed Name: Kristy R Norton  
Commission No.: 115  
Commission Expires: 7/21/2007

In 07406 3705



**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledges and certifies that the undersigned has received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that undersigned has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certifies and agrees to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraws as a Limited Partner of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned has assigned all rights as a Limited Partner of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Certification and Signature Page under seal as of the 17 day of February, 2004.

Witness:

Limited Partner Assignor:

Kaufa H. Batz

John F. Nickerson [SEAL]  
John F. Nickerson

Limited Partnership Interest Assigned: 1.94 %

STATE OF North Carolina  
COUNTY OF Macon

I HEREBY CERTIFY that on this 17 day of February, 2004, before me personally appeared John F. Nickerson who is personally known to me or who has produced the identification identified below, did acknowledge that he/she is a party to the forgoing Certification and Signature Page, and that the facts relating to him/her are therein true and correct, and that he/she executed this Certification and Signature Page as his/her free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known

☐ Identified by Driver's License Number \_\_\_\_\_

Issued by the State of \_\_\_\_\_

[SEAL]

LaDonna J. Rogers  
Notary Public, State of N.C.  
Printed Name: LaDonna J. Rogers  
Commission No.:  
Date Commission Expires: May 14, 2008

**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledges and certifies that the undersigned has received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that undersigned has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certifies and agrees to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraws as a Limited Partner of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned has assigned all rights as a Limited Partner of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Certification and Signature Page under seal as of the 18 day of February, 2004.

Witness:

Limited Partner Assignor:

Patricia A. Bourlier

Dr Albert Pizzale [SEAL]  
Dr. Albert Pizzale

Limited Partnership Interest Assigned: 1.94 %

STATE OF New Jersey  
COUNTY OF Somerset

I HEREBY CERTIFY that on this 18 day of February, 2004, before me personally appeared Albert Pizzale who is personally known to me or who has produced the identification identified below, did acknowledge that he/she is a party to the forgoing Certification and Signature Page, and that the facts relating to him/her are therein true and correct, and that he/she executed this Certification and Signature Page as his/her free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known

☐ Identified by Driver's License Number \_\_\_\_\_

Issued by the State of \_\_\_\_\_

[SEAL]

Patricia A. Bourlier  
Notary Public, State of New Jersey  
Printed Name:  
Commission No.:  
Date Commission Expires:

PATRICIA A. BOURLIER  
A Notary Public of New Jersey  
My Commission Expires 08-05-2004

**SECOND AMENDMENT TO AMENDED AND RESTATED**  
**AGREEMENT AND CERTIFICATE**  
**OF LIMITED PARTNERSHIP**  
**OF**  
**SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE**  
**OF**  
**ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledge and certify that the undersigned have received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that each has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certify and agree to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraw as Limited Partners of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned have assigned all rights as Limited Partners of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned have duly executed this Certification and Signature Page under seal as of the \_\_\_\_\_ day of \_\_\_\_\_, 2004.

Witness:

Karen A. Porrini

Limited Partner Assignors:

Charles A. Porrini DDS [SEAL]  
Charles A. Porrini, DDS

Witness:

Chi Mitchell

Eleanor Porrini [SEAL]  
Eleanor Porrini

Limited Partnership Interest Assigned: 1.94 %

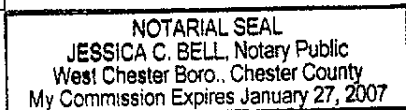
STATE OF Pennsylvania  
COUNTY OF Chester

I HEREBY CERTIFY that on this 17<sup>th</sup> day of February, 2004, before me personally appeared Charles A. Porrini, DDS and Eleanor Porrini who are personally known to me or who have produced the identification identified below, did acknowledge that each is a party to the forgoing Certification and Signature Page, and that the facts relating to each are therein true and correct, and that each executed this Certification and Signature Page as their free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

To me personally known  
☒ Identified by Driver's License Number 07430079 and 12530620  
Issued by the State of Pennsylvania

[SEAL]



Jessica C. Bell  
Notary Public, State of Pennsylvania  
Printed Name: Jessica C. Bell  
Commission No.: N/A  
Date Commission Expires: January 27, 2007

**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledges and certifies that the undersigned has received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that undersigned has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certifies and agrees to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraws as a Limited Partner of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned has assigned all rights as a Limited Partner of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Certification and Signature Page under seal as of the 17<sup>th</sup> day of February, 2004.

Witness:

Limited Partner Assignor:

Ernest M. Collins

Harry Sanders [SEAL]  
Harry Sanders

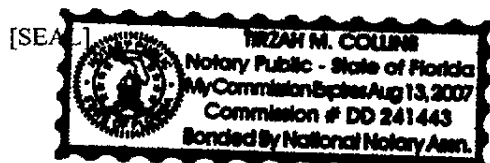
Limited Partnership Interest Assigned: 3.915 %

STATE OF Florida  
COUNTY OF Bay

I HEREBY CERTIFY that on this 17<sup>th</sup> day of February, 2004, before me personally appeared Harry Sanders who is personally known to me or who has produced the identification identified below, did acknowledge that he/she is a party to the forgoing Certification and Signature Page, and that the facts relating to him/her are therein true and correct, and that he/she executed this Certification and Signature Page as his/her free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known  
☐ Identified by Driver's License Number S 5360-360-35380-0  
Issued by the State of Florida



Notary Public, State of Florida  
Printed Name: Tirzah M. Collins  
Commission No.:  
Date Commission Expires: 8/13/07

**SECOND AMENDMENT TO AMENDED AND RESTATED**  
**AGREEMENT AND CERTIFICATE**  
**OF LIMITED PARTNERSHIP**  
**OF**  
**SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE**  
**OF**  
**ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

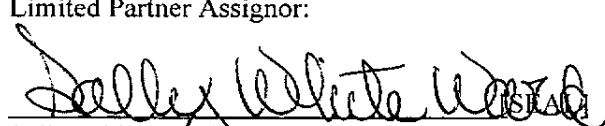
The undersigned hereby acknowledges and certifies that the undersigned has received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that undersigned has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certifies and agrees to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraws as a Limited Partner of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned has assigned all rights as a Limited Partner of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned has duly executed this Certification and Signature Page under seal as of the 22<sup>nd</sup> day of March, 2004.

Witness:



Limited Partner Assignor:

  
Sally White Ward

Limited Partnership Interest Assigned: 3.915 %

STATE OF Florida  
COUNTY OF Collier

I HEREBY CERTIFY that on this 2nd day of March, 2004, before me personally appeared Sally W. Ward who is personally known to me or who has produced the identification identified below, did acknowledge that he/she is a party to the forgoing Certification and Signature Page, and that the facts relating to him/her are therein true and correct, and that he/she executed this Certification and Signature Page as his/her free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known

☐ Identified by Driver's License Number \_\_\_\_\_

Issued by the State of \_\_\_\_\_

[SEAL]



**ANTONIO ACOSTA, JR.**  
Notary Public, State of Florida  
Comm. No. CC977775  
My comm. expires 12/22/2004  
Bonded Thru Old Republic Surety Co.

  
Notary Public, State of \_\_\_\_\_

Printed Name: \_\_\_\_\_

Commission No.: \_\_\_\_\_

Date Commission Expires: \_\_\_\_\_

**SECOND AMENDMENT TO AMENDED AND RESTATED  
AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP  
OF  
SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE  
OF  
ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledge and certify that the undersigned have received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that each has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certify and agree to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraw as Limited Partners of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned have assigned all rights as Limited Partners of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned have duly executed this Certification and Signature Page under seal as of the 17<sup>th</sup> day of Feb, 2004.

Witness:

Karen Anunciu

Limited Partner Assignors:

Michael Wolfson [SEAL]  
Michael Wolfson

Witness:

Karen Anunciu

Miriam Wolfson [SEAL]  
Miriam Wolfson

Limited Partnership Interest Assigned: 3.915 %

STATE OF NEW JERSEY  
COUNTY OF PASSAIC

I HEREBY CERTIFY that on this 17<sup>th</sup> day of FEBRUARY, 2004, before me personally appeared MICHAEL WOLFSON & MIRIAM WOLFSON who are personally known to me or who have produced the identification identified below, did acknowledge that each is a party to the forgoing Certification and Signature Page, and that the facts relating to each are therein true and correct, and that each executed this Certification and Signature Page as their free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

☒ To me personally known

☐ Identified by Driver's License Number \_\_\_\_\_

☐ Issued by the State of \_\_\_\_\_

[SEAL]

Joann Spataro  
Notary Public, State of \_\_\_\_\_

Printed Name:

Commission No.:

Date Commission Expires My Commission Expires 10/12/2005

JOANN SPATARO

Notary Public of New Jersey

**SECOND AMENDMENT TO AMENDED AND RESTATED**  
**AGREEMENT AND CERTIFICATE**  
**OF LIMITED PARTNERSHIP**  
**OF**  
**SAND DUNES APARTMENTS, LTD.**

**CERTIFICATION AND SIGNATURE PAGE**  
**OF**  
**ASSIGNOR AND WITHDRAWING LIMITED PARTNER**

The undersigned hereby acknowledge and certify that the undersigned have received a copy of the document called SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD., a Florida limited partnership, to which this Certification and Signature Page will be attached, that each has reviewed the same; that by the execution of this Certification and Signature Page the undersigned hereby certify and agree to all of the terms and provisions of the SECOND AMENDMENT TO AMENDED AND RESTATED AGREEMENT AND CERTIFICATE OF LIMITED PARTNERSHIP OF SAND DUNES APARTMENTS, LTD.; and the undersigned hereby withdraw as Limited Partners of SAND DUNES APARTMENTS, LTD., effective as of the date of said Amendment, and confirms that the undersigned have assigned all rights as Limited Partners of SAND DUNES APARTMENTS, LTD. to AHP ACQUISITION COMPANY, LLC, as Assignee.

IN WITNESS WHEREOF, the undersigned have duly executed this Certification and Signature Page under seal as of the 17 day of February, 2004.

Witness:

John B. Smith

Limited Partner Assignors:

Ronald J. Wong [SEAL]  
Ronald J. Wong

Witness:

John B. Smith

Doris C. Wong [SEAL]  
Doris C. Wong

Limited Partnership Interest Assigned: 3.915 %

STATE OF Maryland  
COUNTY OF Montgomery

I HEREBY CERTIFY that on this 17 day of February, 2004, before me personally appeared Mr. Ronald J. Wong and Mrs. Doris C. Wong who are personally known to me or who have produced the identification identified below, did acknowledge that each is a party to the forgoing Certification and Signature Page, and that the facts relating to each are therein true and correct, and that each executed this Certification and Signature Page as their free act and deed for the purposes therein stated.

SWORN TO AND SUBSCRIBED before me the undersigned Notary Public by my hand and official seal, the day and year last aforesaid.

To me personally known W520-744-454-757  
☒ Identified by Driver's License Number W520-149-115-944  
Issued by the State of Maryland

[SEAL]

John B. Smith  
Notary Public, State of Maryland  
Printed Name: **PATRICIA RAMDHAN**  
Commission No.: **Notary Public, State of Maryland**  
Date Commission Expires: **My Commission Expires Oct. 5, 2004**