

A11512

(Requestor's Name)

(Address)

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(Business Entity Name)

A11512

(Document Number)

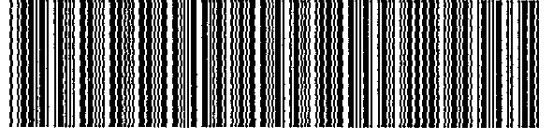
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amend

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sand Dunes Apartments, Ltd. (A11512)
(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)

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

06 FEB 20 PM 12:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THIS AMENDMENT is made and entered into effective this 15th day of February, 2006, but is effective for all purposes as of January 2, 2006, by and between the undersigned parties, who by the execution of this Fourth Amendment agree to be bound by the terms, conditions and provisions of this Amendment.

RECITALS:

A. SAND DUNES APARTMENTS, LTD. ("Partnership") is a Florida limited partnership having filed its original Agreement and Certificate of Limited Partnership with the Florida Secretary of State on November 17, 1981, and is presently existing pursuant to a Amended and Restated Agreement and Certificate of Limited Partnership, as amended, ("Partnership Agreement") filed on June 28, 1982.

B. In accordance with the terms and conditions set forth in that certain Agreement of Assignment and Acceptance made and entered into as of January 2, 2006, AHP ACQUISITION COMPANY, LLC, (referred to as an "Assignor") hereby assigns and transfers to PFP HOLDINGS, INC., ("Assignee"), a 7.774% right, title and interest in the Limited Partner interests owned by said Assignor.

C. Additionally, in accordance with the terms and conditions set forth in that certain Agreement of Assignment and Sale made and entered into effective as of January 2, 2006, THE ESTATE OF SALVATORE J. FANALE (referred to as an "Assignor") hereby assigns and transfers to PFP HOLDINGS, INC., ("Assignee"), a 3.915% right, title and interest in the Limited Partner interests owned by said Assignor.

D. 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 interests assigned to the Assignee, and that pursuant to such desire, the Partnership Agreement be amended to reflect said substitution.

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. Schedule A of the Partnership Agreement is hereby amended to delete the present Schedule A and to insert in lieu thereof the Schedule A attached hereto and incorporated herein by this reference.

2. 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 to the Assignee; (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; and (iv) the execution of this Amendment by the Assignee shall constitute the agreement of the Assignee as Limited Partner, to all of the terms and provisions of the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended.

3. Except as hereby amended, the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership, as amended and restated, 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:

ROYAL AMERICAN DEVELOPMENT, INC.

By: 

Joseph F. Chapman, IV
President


Joseph F. Chapman, III

ASSIGNORS:

AHP ACQUISITION COMPANY, LLC,
and THE ESTATE OF SALVATORE J. FANALE
By: Royal American Development, Inc.,
Pursuant to Power of Attorney

By: 

Joseph F. Chapman, IV
President

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ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER

PFP HOLDINGS, INC.

By: 

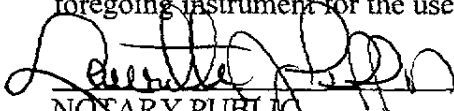
Joseph F. Chapman, IV
Vice President

SCHEDULE A
SAND DUNES APARTMENTS, LTD.
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%
PFP Holdings, Inc.	60.689%
John W. Chierichella	1.94%
Richard and Diane Chillemi	1.94%
Dr. Paris Khavari	3.915%
Sushil V. Kumar, M.D.	7.916%
Walter T. Matia, II	1.94%
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)

The foregoing instrument was acknowledged before me this 15th day of February, 2006 by JOSEPH F. CHAPMAN, IV, in his capacity as President of Royal American Development, Inc., a Florida Corporation, and Vice President of PFP Holdings, Inc., a Florida Corporation, who is (X) 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 corporation.



NOTARY PUBLIC




Laretta J Pippin
My Commission DD339079
Expires August 27 2008

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

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 15th day of February, 2006 by JOSEPH F. CHAPMAN, III, who is (X) personally known to me or who has () produced photo identification.



NOTARY PUBLIC



Laretta J Pippin
My Commission DD339079
Expires August 27 2008

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