

A11512

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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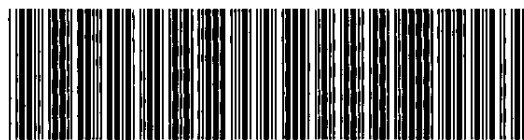
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
10 MAY 26 PM 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 27 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SAND DUNES APARTMENTS, LTD. / DOC. #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

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 MAY 26 PM 12:22
TALLAHASSEE, FLORIDA

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

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

THIS AMENDMENT is made and entered into as of the 25th day of May, 2010, but is accepted by SAND DUNES APARTMENTS, LTD. as of January 1, 2009, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC. and JOSEPH F. CHAPMAN, III, (hereinafter referred to as the "General Partners"); (ii) the Assignor Limited Partner who has executed an Assignment attached hereto, (hereinafter referred to as the "Assignor"); and (iii) EASTWOOD INVESTORS V, LLC, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

R E C I T A L S:

A. SAND DUNES APARTMENTS, LTD. (hereinafter referred to as the "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, assigned Florida Document Number A11512, and is presently existing pursuant to an Amended and Restated Agreement and Certificate of Limited Partnership, as amended (hereinafter referred to as the "Partnership Agreement") filed on June 28, 1982.

B. Pursuant to an Assignment, the Assignor assigned and transferred the Assignor's entire right, title and interest to its 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 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 SAND DUNES APARTMENTS, LTD. is amended to provide as follows:

1. The Assignor Limited Partner, who has executed an Assignment hereby withdraws as a Limited Partner of the Partnership. The Partnership hereby accepts such withdrawal and said Assignor shall hereafter cease to be a Limited Partner of the Partnership.

2. 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.

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10 MAY 26 PM 4:22
TALLAHASSEE, FLORIDA

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 interest assigned 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 the Assignee to the extent of the limited partner interest assigned by the Assignor; and (iii) 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, as amended.

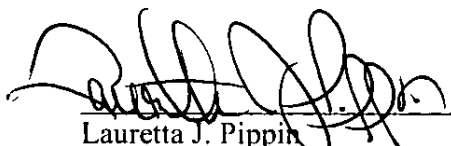
4. Except as hereby amended, the Partnership Agreement, as amended, is ratified and affirmed in all respects.

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

GENERAL PARTNERS:

ATTEST:

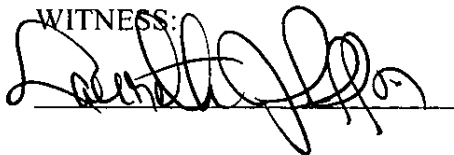
ROYAL AMERICAN DEVELOPMENT, INC.
a Florida corporation

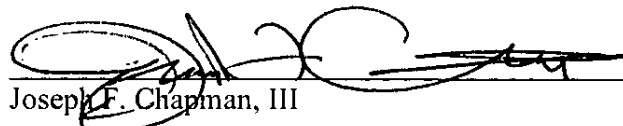

Lauretta J. Pippin
Secretary

By: 
Joseph F. Chapman, IV
Vice President

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10 MAY 26 PM 2:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

WITNESS:

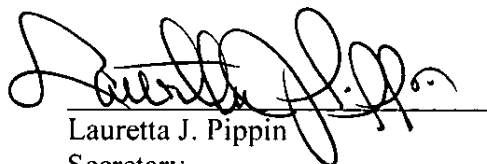


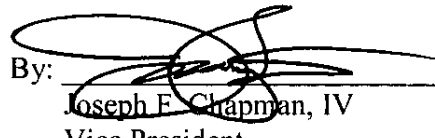

Joseph F. Chapman, III

LIMITED PARTNERS:

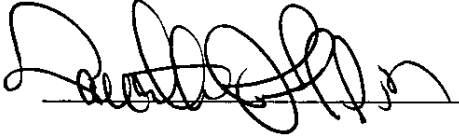
ATTEST:

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


Lauretta J. Pippin
Secretary

By: 
Joseph F. Chapman, IV
Vice President

WITNESS:

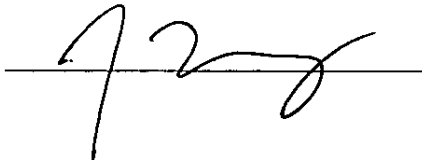


ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

The Assignor Limited Partner has executed an
Assignment which is attached hereto, and is
the signature of the Assignor and Withdrawing
Limited Partner

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

WITNESS:



EASTWOOD INVESTORS V, LLC,
a Delaware limited liability company
can manager the its manager

By:

Name: Anthony Nickas
Its: President

FILED
10 MAY 26 PM 2:22
CLERK OF DISTRICT COURT
MILWAUKEE, FLORIDA

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%
Eastwood Investors V, LLC	3.915%
Dr. Paris Khavari	3.915%
Sushil V. Kumar, M.D.	7.916%
Walter T. Matia, II	1.94%
Harold Schachter	3.915%
Dr. Merle Stringer	3.915%
Samuel A. Torres, M.D.	3.915%

FILED
10 MAY 26 PM 12:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 25th day of May, 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.

Misty L Kent
NOTARY PUBLIC

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



STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 25th day of May, 2010, by Joseph F. Chapman, 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.

Misty L Kent
NOTARY PUBLIC

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



FILED
10 MAY 26 PM 2:22
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

STATE OF MA)
) SS:
COUNTY OF Suffolk)

The foregoing instrument was acknowledged before me this 22 day of February, 2010, by Anthony A. Nickas as president of Eastwood Investors V, LLC, a Delaware limited liability 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 and on behalf of said entity.

Jane Lydon
NOTARY PUBLIC

Printed Name: Jane Lydon
Commission No.: _____
Expiring on: 2/11/16



JANE LYDON
Notary Public
Commonwealth of Massachusetts
My Commission Expires
February 11, 2016

FILED
10 MAY 26 PM 2:22
CLERK OF STATE
TALLAHASSEE, FLORIDA