

A11512

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

NOV 10 2011

EXAMINER



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

November 7, 2011

Florida Department of State
Division of Corporations
Partnership Amendment Section
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Sand Dunes Apartments, Ltd.
Doc. No. A11512

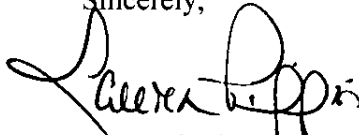
Gentlemen:

Enclosed is the original and one conformed copy of the Amendment to Amended and Restated Limited Partnership Agreement and Certificate of Limited Partnership of Sand Dunes Apartments, Ltd., along with a check for \$105.00 representing the filing fee. Please file one copy and return one certified copy to our office as follows:

Laura Pippin
Royal American
1002 W. 23rd 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

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) 769-8981

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

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]

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TALLAHASSEE, FLORIDA
A11512

THIS AMENDMENT is made and entered into on the 1st day of January, 2011, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC. and JOSEPH F. CHAPMAN, III, (hereinafter referred to as the "General Partners"); (ii) CHAPMAN ASSOCIATES, LTD., (hereinafter referred to as the "Assignor"); and (iii) JOSEPH F. CHAPMAN, III, (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 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 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.

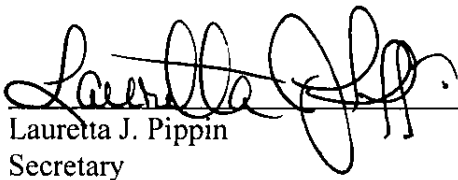
2. Schedule A of the Partnership Agreement is hereby amended to delete the present Schedule A and to insert in lieu thereof the Schedule A attached hereto and incorporated herein by this reference.

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.

ATTEST:


Laurretta J. Pippin
Secretary

WITNESS:


Laurretta J. Pippin
Secretary

GENERAL PARTNERS:

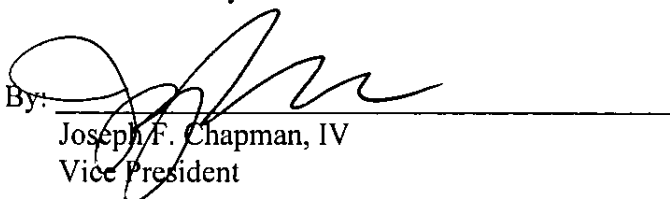
ROYAL AMERICAN DEVELOPMENT, INC.
a Florida corporation

By: 
Joseph F. Chapman, IV
Vice President

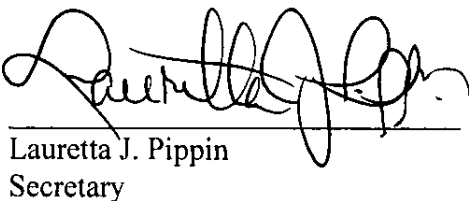
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERS:

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

By: 
Joseph F. Chapman, IV
Vice President

ATTEST:


Laurretta J. Pippin
Secretary

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TALLAHASSEE, FLORIDA

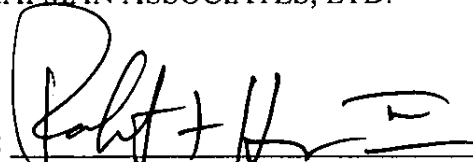
ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

WITNESS:

CHAPMAN ASSOCIATES, LTD.

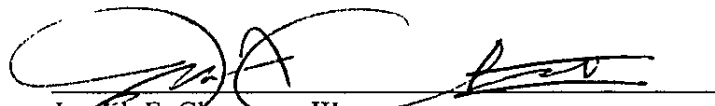
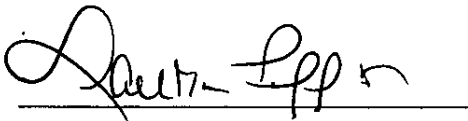


By:


Robert F. Henry, III, President
General Partner

WITNESS:

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:


Joseph F. Chapman, III

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<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>	
Joseph F. Chapman, III	4.00%
John W. Chierichella	1.94%
Richard and Diane Chillemi	1.94%
Eastwood Investors V, LLC	3.915%
Florida Apartments Limited Partnership	60.689%
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%

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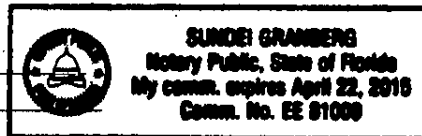
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 1st day of January, 2011, 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.

Sundei Granberg
NOTARY PUBLIC

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

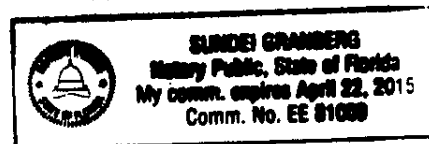


STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

The foregoing instrument was acknowledged before me this 1st day of January, 2011, 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.

Sundei Granberg
NOTARY PUBLIC

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



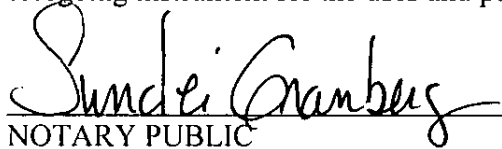
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STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 1st day of January, 2011, by Robert F. Henry, III on behalf of the General Partner of Chapman Associates, Ltd., 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: _____

