



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

A11513

January 24, 1997

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

000002070150--4
-01/28/97--01081--005
****105.00 ****105.00

RE: Country Oaks Apartments, Ltd.
~~Doc No. A11513~~

Gentlemen:

Enclosed is an original and one copy of the Amendment to Limited Partnership Agreement and Certificate of Limited Partnership for Country Oaks Apartments, Ltd., along with a check for \$105.00 to cover the filing fee. Please file one copy and return one certified copy to our office.

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

Name Availability	
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

Enclosures: as stated

FILED
JAN 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
PURSUANT TO FLORIDA STATUTES 620.109
OF
COUNTRY OAKS APARTMENTS, LTD.**

A. Name : COUNTRY OAKS 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

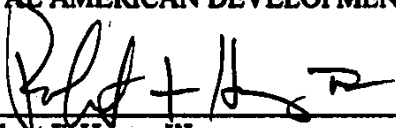
G. Date of Filing of
Original Certificate : November 17, 1981

H. Date of Amended
Certificate : December 17, 1996

FILED
97 JAN 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Additional terms of the Certificate of Amendment to the Certificate of Limited Partnership are set forth in the Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of Country Oaks 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.

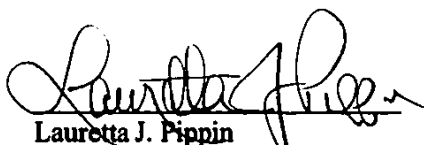
**GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.**

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 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 31 day of Dec.,
1996.



Laurretta J. Pippin
Notary Public, State of Florida
Commission No. CC580056
My Commission Expires:
August 27, 2000

(Notary's Seal)

LAURETTA J. PIPPIN
Notary Public - State of Florida
My Commission Expires Aug. 27, 2000
Commission No. CC 580056

AMENDMENT
TO
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
COUNTRY OAKS APARTMENTS, LTD.

THIS AMENDMENT is made and entered into as of the 17th day of December, 1996, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) JANET SCHAAF, TRUSTEE OF THE JANET SCHAAF REVOCABLE TRUST U/T/D 1/17/86 (hereinafter referred to as the "Assignor"); and (iii) JOHN MICHAEL YEEND, (hereinafter referred to as the "Assignee" or "Substitute Limited Partner").

RECITALS:

A. COUNTRY OAKS 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 (hereinafter referred to as the "Partnership Agreement").

B. Pursuant to an Agreement of Assignment, the Assignor assigned and transferred its entire right, title and interest in a 5.758% interest as a Limited Partner of the Partnership to the Assignee. 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 the Assignee be substituted as a Limited Partner of the Partnership to the extent of the 5.758% 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 Limited Partnership Agreement and Certificate of Limited Partnership of COUNTRY OAKS 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 the said Assignor shall hereafter cease to be a Limited Partner of the Partnership.

FILED
97 JAN 27 PM 12:00
CLERK OF DISTRICT COURT
FLORIDA
JAN 27 1997

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 5.758% limited partner interest assigned to him by the Assignor; (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 5.758% limited partner interest assigned to him by the Assignor; 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.

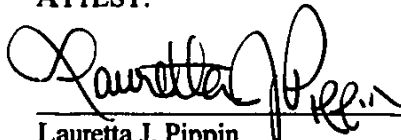
4. Except as hereby amended, the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.

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

MANAGING GENERAL PARTNER:

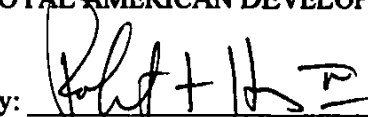
ROYAL AMERICAN DEVELOPMENT, INC.

ATTEST:



Laurretta J. Pippin
Assistant Secretary

By:


Robert F. Henry, III
Vice President

LIMITED PARTNERS:

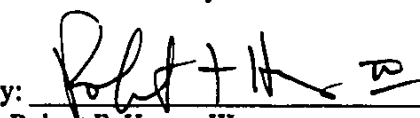
ATTEST:

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



Laurretta J. Pippin
Assistant Secretary

By:


Robert F. Henry, III
Vice President

FILED
97 JAN 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

WITNESS:

JANET SCHAAF, TRUSTEE OF THE JANET SCHAAF
REVOCABLE TRUST U/T/D 1/17/86

Margaret J. Gurecko By Janet SchAAF, Jr.
Janet SchAAF, Trustee

WITNESS:

ASSIGNEE AND SUBSTITUTE LIMITED PARTNER:

John Michael Yeend
John Michael Yeend

FILED
97 JAN 27 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
COUNTRY OAKS 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.	.50%
Joseph F. Chapman, III	.50%
<u>LIMITED PARTNERS:</u>	
Chapman Associates, Ltd.	4.00%
John D. & Diana M. Anderson	2.879%
Helen M. Berneburg	2.879%
Fernando D. Borges, M.D.	2.879%
Les W. Burke	2.879%
Joseph O. Cancila	2.879%
Alfred J. Ciraldo	1.44%
John G. Crosby	2.879%
Richard E. DuBois, M.D.	2.879%
Tuncay Ertan, M.D.	2.879%
Dr. Robert H. Ford	2.879%
Edmond T. Griffin	2.879%
Robert M. Harrison	2.879%
John P. Heard	2.879%
Hans I. & Kathleen Jorgensen	2.879%
John S. Knudsen	2.879%
Francis R. Kramer	2.879%
Estate of Dr. Louis P. Laville, Jr.	2.879%
Myrna Leonard	1.4395%
Bouldin A. Marley, Jr., M.D.	2.879%
Joseph F. Miller	2.879%
T. Kenneth Minchew, Jr.	2.879%
Sol Nevins	2.879%
Joseph B. Paley, M.D.	2.879%
Haralambros J. Papatomas	2.879%
Dr. Peter Rubelman	1.4395%
Harold Sandstrom	2.879%
John Michael Yeend	5.758%
Dr. Eva Margaret M. Sperr	2.879%
William B. Stilwell	2.879%
Merle P. Stringer, M.D.	2.879%
Ruth E. Stuart	2.879%
Estate of Robert B. Thomas	2.879%
Edward M. & Laura R. Waller	1.44%
Franklin Wannemacher	1.44%
Doris A. Jones	1.44%

FILED
97 JAN 27 PM 12:00
SECRETARY OF STATE
FLORIDA

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 a duly authorized officer 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 Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of COUNTRY OAKS 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 30 day of
December, 1996.


NOTARY PUBLIC

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



SUNDEI GRANGER
My Commission 00488471
Expires Apr. 15, 1999

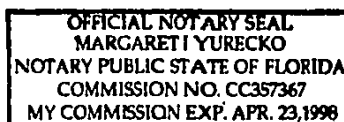
STATE OF Florida)
) SS:
COUNTY OF Volusia)

Personally appeared before me, a notary public in and for said county and state, JANET SCHAAF (in her capacity as TRUSTEE OF THE JANET SCHAAF REVOCABLE TRUST) with whom I am personally acquainted ~~by who has provided~~ as ~~satisfactory identification,~~ and who has acknowledged that the JANET SCHAAF REVOCABLE TRUST is a party to the foregoing and annexed Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of COUNTRY OAKS APARTMENTS, LTD., and that the facts relating to the said JANET SCHAAF REVOCABLE TRUST set forth in said amendment are true and correct, and the said JANET SCHAAF in her capacity as TRUSTEE OF THE JANET SCHAAF TRUST, acknowledged to me that she executed said Amendment as her free act and deed for the purposes contained therein.

Subscribed and sworn to before me on this 17th day of Dec., 1996.

Margaret J. Yurecko
NOTARY PUBLIC

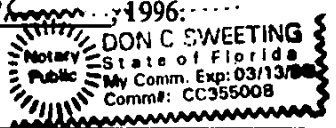
Printed Name: MARGARET J. YURECKO
Commission No.: CC 357367
Expiring on: 4-23-98



STATE OF FLORIDA)
) SS:
COUNTY OF Palm Beach)

Personally appeared before me, a notary public in and for said county and state, JOHN MICHAEL YEEND 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 Amendment to the Limited Partnership Agreement and Certificate of Limited Partnership of COUNTRY OAKS 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 19 day of Dec, 1996: _____



NOTARY PUBLIC

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