

A11513

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J BRYAN AUG 24 2005



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

August 22, 2005

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

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

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TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed is an original and one copy of the Certificate of Amendment to Amended and Restated Certificate of Limited Partnership and Amendment to Limited Partnership Agreement 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

Enclosures: as stated

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: COUNTRY OAKS APARTMENTS, LTD.
(Name of Limited Partnership)

DOCUMENT NUMBER: A11513

The enclosed Certificate of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

LAURA PIPPIN
(Name of 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 at (850) 914-3268
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|--|--|---|
| <input type="checkbox"/> \$52.50 Filing Fee | <input type="checkbox"/> \$61.25 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$105.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$113.75 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|---|--|--|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT TO
AMENDED AND RESTATED
AGREEMENT AND 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: Lauretta J. Pippin
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: July 1, 2005

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

MANAGING GENERAL PARTNER:
ROYAL AMERICAN DEVELOPMENT, INC.

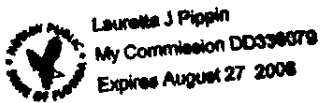
By: 
Joseph F. Chapman, IV
President

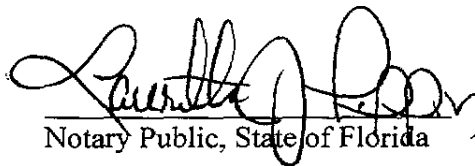
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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BAY

I, Laretta J. Pippin, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Joseph F. Chapman, IV, 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 22nd day of August, 2005.




Notary Public, State of Florida

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THIS AMENDMENT is made and entered into as of the 1st day of July, 2005, but is effective for all purposes as of July 1, 2005, by and between (i) ROYAL AMERICAN DEVELOPMENT, INC., (hereinafter referred to as the "Managing General Partner"); (ii) EVA MARGARET MARIA SPERK (hereinafter referred to as the "Assignor"); and (iii) SHP ACQUISITIONS, LLC, (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 her entire right, title and interest in a 2.879% 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 2.879% 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.

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 (i) the Assignee shall be and hereby is a substitute Limited Partner of the Partnership to the full extent of the 2.879% limited partner interest assigned 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 2.879% limited partner interest assigned 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.

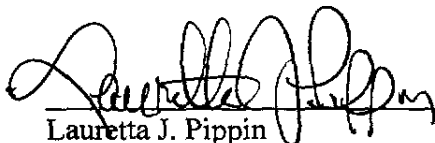
4. Except as hereby amended, the Limited Partnership Agreement and Certificate of Limited Partnership of the Partnership is ratified and affirmed in all respects.


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

MANAGING GENERAL PARTNER:

ATTEST:

ROYAL AMERICAN DEVELOPMENT, INC.

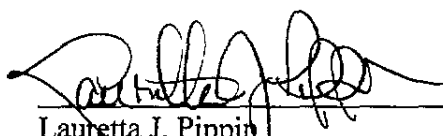

Lauretta J. Pippin
Secretary


By: 
Joseph F. Chapman, IV
President

LIMITED PARTNERS:

ATTEST:

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


Lauretta J. Pippin
Secretary

By: 
Joseph F. Chapman, IV
President

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TALLAHASSEE, FLORIDA

(Signatures continued from Page 2)

WITNESS:

ASSIGNOR AND WITHDRAWING
LIMITED PARTNER:

x *Ellen L. Ayers*

x *Eva Margaret Maria Sperk*
Eva Margaret Maria Sperk /

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(Signatures continued from Page 3)

WITNESS:

ASSIGNEE AND SUBSTITUTE
LIMITED PARTNER:

SHP ACQUISITIONS, LLC

x Maura Han

x By: [Signature]
Name: Michael Burnham
Its: Manager

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EXHIBIT A
COUNTRY OAKS APARTMENTS, LTD.
LIMITED PARTNERSHIP AGREEMENT
AND
CERTIFICATE OF LIMITED PARTNERSHIP

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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>	
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%
Alfred J. Ciraldo	1.44%
John G. Crosby	2.879%
Richard E. DuBois, M.D.	2.879%
Tuncay Ertan, M.D.	2.879%
Lucille B. Ford	2.879%
Edmond T. Griffin	2.879%
Robert M. Harrison	2.879%
John P. Heard	2.879%
Warren Heller	2.879%
Doris A. Jones	1.44%
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%
Estate of Joseph S. Miller	2.879%
T. Kenneth Minchew, Jr.	2.879%
Sol Nevins	2.879%
Joseph B. Paley, M.D.	2.879%
Haralambros J. Papathomas	2.879%
Dr. Peter Rubelman	1.4395%
Harold Sandstrom	2.879%
SHP Acquisitions, LLC	2.879%

(EXHIBIT A continued from Page 5)

<u>Name</u>	<u>Percentage of Partnership Interest</u>
<u>LIMITED PARTNERS (cont):</u>	
William B. Stilwell	2.879%
Merle P. Stringer, M.D.	2.879%
Ruth E. Stuart	2.879%
Kathleen A. Thomas	2.879%
Edward M. & Laura R. Waller	1.44%
Franklin Wannemacher	1.44%
John Michael Yeend	5.758%

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BAY)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 22ND day of August, 2005 by Joseph F. Chapman, IV as President of Royal American Development, 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 entity.

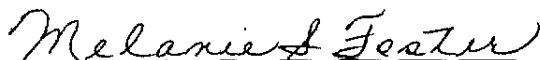

NOTARY PUBLIC

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



STATE OF GEORGIA)
) SS:
COUNTY OF MUSCOGEE)

The foregoing instrument was acknowledged before me this 18TH day of July, 2005 by EVA MARGARET MARIA SPERK who is (✓) personally known to me or who has (✓) produced photo identification.


NOTARY PUBLIC

Printed Name: MELANIE S. FOSTER
Commission No.: _____
Expiring on: JULY 11, 2009

STATE OF North Carolina
COUNTY OF New Hanover) SS:
)

The foregoing instrument was acknowledged before me this 5th day of July, 2005
by Mike Bornham in his/her capacity as Manager
of SHP ACQUISITIONS, LLC, 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.

Audree M Rosborg
NOTARY PUBLIC

Printed Name: Audree M Rosborg
Commission No.: _____
Expiring on: 5-27-08

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TALLAHASSEE, FLORIDA